

Special Business of Flutter Entertainment plc ("Flutter" or the "Company") passed on 19 January 2021

The following resolutions were approved at the Company's Extraordinary General Meeting duly convened and held on 19 January 2021 at Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland at 11.00am. The resolutions were voted on by way of a poll.

The following resolutions were passed as special resolutions and as special business:

1. To approve the Company giving its consent to the migration of its shares under the Migration Act

"WHEREAS:-

(a) the Company has notified Euroclear Bank SA/NV ("**Euroclear Bank**") by a letter issued on 7 December 2020 (as required by section 5(5)(a) of the Migration Act) of the proposal that the relevant Participating Securities in the Company are to be the subject of the Migration, in accordance with the Migration Act;

(b) the Company has received a statement in writing from Euroclear Bank dated 8 December 2020 (as required by section 5(6)(a) of the Migration Act) to the effect that the provision of the services of Euroclear Bank's settlement system to the Company will, on and from the Live Date, be in compliance with Article 23 of Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014 ("**CSDR**"); and

(c) the Company has received the statement from Euroclear Bank dated 9 December 2020 (as required by section 5(6)(b) of the Migration Act) to the effect that, following:

(i) such inquiries as have been made of the Company by Euroclear Bank, and

(ii) the provision of such information by or on behalf of the Company, in writing, to Euroclear Bank as specified by Euroclear Bank,

Euroclear Bank is satisfied that the relevant Participating Securities in the Company meet the criteria stipulated by Euroclear Bank for the entry of the Participating Securities into the settlement system operated by Euroclear Bank.

IT IS HEREBY RESOLVED that this meeting approves of the Company giving its consent to the Migration of the Migrating Shares to Euroclear Bank's central securities depository (which is authorised in Belgium for the purposes of CSDR) on the basis that the implementation of the Migration shall be determined by and take effect subject to a resolution of the board of directors of the Company (or a committee thereof), at its discretion, and provided that as part of the Migration, the title to the Migrating Shares will become and be vested in Euroclear Nominees Limited, being a company incorporated under the laws of England and Wales with registration number 02369969, as part of the Migration and acting in its capacity as the trustee for and/or nominee of, Euroclear Bank for the purposes of such Migrating Shares being admitted to the Euroclear System, and that the directors of the Company be and are hereby authorised to take all actions necessary or desirable in connection with the foregoing or the Migration (including, without limitation, determining not to proceed with the Migration). It being understood that:-
"**Circular**" means the circular issued by the Company to its shareholders and dated 21 December 2020;

"**Euroclear System**" has the meaning given to that term in the Circular;

"**Live Date**" has the meaning given to that term in the Circular;

"**Migrating Shares**" has the meaning given to that term in the Circular;

"**Migration**" has the meaning given to that term in the Circular;

"**Migration Act**" has the meaning given to that term in the Circular;

"**Participating Securities**" has the meaning given to that term in the Circular; and

"**relevant Participating Securities**" means all Participating Securities recorded in the register of members of the Company on the Migration Record Date."

2. To approve amendments to the Articles of Association of the Company to implement routine governance and procedural updates

“THAT the Articles of Association of the Company be and are hereby amended in the manner set out in the Exhibit to the Notice of this Extraordinary General Meeting with effect from the conclusion of this Extraordinary General Meeting.”

3. To approve and adopt the Articles of Association in relation to amendments consequent upon the Migration

Resolution 3(a):

“THAT, subject to and conditional upon the adoption of Resolution 1 and Resolution 2 in the Notice of this Extraordinary General Meeting, the Articles of Association of the Company, which have been signed by the Chair of this Extraordinary General Meeting for identification purposes and marked “Exhibit R3(a)” and which have been available for inspection at the registered office of the Company since the date of the Notice of this Extraordinary General Meeting, be approved and adopted as the new Articles of Association of the Company on and with effect from the conclusion of this Extraordinary General Meeting, to the exclusion of the existing Articles of Association of the Company.”

4. To authorise and instruct the Company to take all necessary steps to give effect to the Migration

“THAT, subject to the adoption of Resolution 1 in the Notice of this Extraordinary General Meeting, the Company be and is hereby authorised and instructed to:

(a) take any and all actions which the directors (or a committee thereof), in their absolute discretion, consider necessary or desirable to implement the Migration and/or the matters in connection with the Migration referred to in the Circular (including the procedures and processes described in the EB Migration Guide); and

(b) appoint any persons as attorney or agent for the holders of the Migrating Shares to do any and all things, including the execution and delivery of all such documents and/or instructions as may, in the opinion of the attorney or agent, be necessary or desirable to implement the Migration and/or the matters in connection with the Migration referred to in the Circular (including the procedures and processes described in the EB Migration Guide) including:

(i) instructing Euroclear Bank and/or Euroclear Nominees to credit the interests of the holders of the Migrating Shares in the Migrating Shares (i.e. the Belgian Law Rights) representing the Migrating Shares to which such Holder was entitled) to the account of the CREST Nominee (CIN (Belgium) Limited) in the Euroclear System, as nominee and for the benefit of the CREST Depository (or the account of such other nominee(s) of the CREST Depository as it may determine);

(ii) any action necessary or desirable to enable the CREST Depository to hold the interests in the Migrating Shares referred to in sub-paragraph (i) above on trust pursuant to the terms of the CREST Deed Poll or otherwise and for the benefit of the holders of the CDIs (being the relevant holders of the Migrating Shares);

(iii) any action necessary or desirable to enable the issuance of CDIs by the CREST Depository to the relevant holders of the Migrating Shares, including any action deemed necessary or desirable in order to authorise Euroclear Bank, the CREST Nominee and/or any other relevant entity to instruct the CREST Depository and/or EUI to issue the CDIs to the relevant holders of the Migrating Shares pursuant to the terms of the CREST Deed Poll or otherwise; and

(iv) the release by the Company’s Registrar, the Company Secretary and/or EUI of such personal data of a holder of Migrating Shares to the extent required by Euroclear Bank, the CREST Depository and/or EUI to effect the Migration and the issue of the CDIs.

It being understood that capitalised terms used in this Resolution shall have the meaning given to them in the Circular (as defined in Resolution 1) and provided always that nothing in this Resolution shall qualify or limit in any way the effect of Resolutions 1 and 3, or the authorisations and powers

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arising from such effect.”

EDWARD TRAYNOR
Company Secretary
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