

**PROXY VOTING ON RESOLUTIONS  
FOR THE EXTRAORDINARY GENERAL MEETING HELD ON 21 DECEMBER 2015**

Details of votes lodged by proxy on each resolution proposed at an Extraordinary General Meeting held on 21 December 2015, as disclosed to the meeting under the provisions of the Combined Code on Corporate Governance:

	Number of shares for which proxy appointments were validly made	Number in favour	Number against	Votes withheld*
Resolution 1: Approval of the Merger as a Class 1 Transaction	35,364,175	35,330,429 (99.90%)	33,746 (0.10%)	45,924
Resolution 2: Approval of increase in Authorised Share Capital	35,386,230	35,352,484 (99.90%)	33,746 (0.10%)	23,869
Resolution 3: Approval of Directors Authority to allot Shares	35,384,976	35,157,293 (99.36%)	227,683 (0.64%)	25,123
Resolution 4: Approval of disapplication of Pre-emption Rights	34,327,802	30,342,674 (88.39%)	3,985,128 (11.61%)	1,082,297
Resolution 5: Approval of change of Name and amendment to Memorandum and Articles	35,383,939	35,352,493 (99.91%)	31,446 (0.09%)	26,160
Resolution 6: Approval of amendments to the Memo for the increase in share capital	35,386,230	35,352,484 (99.90%)	33,746 (0.10%)	23,869
Resolution 7: Approval of amendments to the Articles for the increase in share capital	35,386,230	35,352,484 (99.90%)	33,746 (0.10%)	23,869
Resolution 8: Approval of compensatory arrangements with Executive Director	35,383,930	33,282,752 (94.06%)	2,101,178 (5.94%)	26,169
Resolution 9: Approval of the creation of Distributable Reserves of Paddy Power Betfair	35,384,985	35,350,609 (99.90%)	34,376 (0.10%)	25,114
Resolution 10: Approval of authority to repurchase Ordinary Shares	35,386,239	34,963,616 (98.81%)	422,623 (1.19%)	23,860
Resolution 11: Increase in limits of Directors Remuneration	35,384,589	34,298,557 (96.93%)	1,086,032 (3.07%)	25,510
Resolution 12: Approval of Amendment to Articles	35,382,685	35,351,239 (99.91%)	31,446 (0.09%)	27,414
Resolution 13: Approval of 2015 Long Term Incentive Plan	35,379,569	33,985,514 (96.06%)	1,394,055 (3.94%)	30,530
Resolution 14: Approval of 2015 Medium Term Incentive Plan	35,381,326	35,193,519 (99.47%)	187,807 (0.53%)	28,773
Resolution 15: Approval of 2015 Deferred Share Incentive Plan	35,381,290	35,361,177 (99.94%)	20,113 (0.06%)	28,809
Resolution 16: Directors Remuneration Policy	34,812,686	28,157,200 (80.88%)	6,655,486 (19.12%)	597,413
Resolution 17: Amendments to Paddy Power Sharesave Scheme	35,381,863	35,361,837 (99.94%)	20,026 (0.06%)	28,236

All resolutions were passed on a show of hands.

\* As "Votes Withheld" are not votes in law, they are not taken into account in the calculation of the proportion of the votes For and Against or in the Total Votes shown.