

FlutterTM

Entertainment plc

Shareholder Circular dated 21 December 2020 Extraordinary General Meeting at 11am on 19 January 2021

Why is Flutter holding the EGM?

To approve a change to the mechanism for settling electronic trades in Flutter shares (the “Migration”), and some changes to Flutter’s constitutional documents.

Why is Flutter changing the mechanism for settling electronic trades in Flutter shares?

Settlement of electronic trades in Flutter shares currently takes place via the UK-based CREST System but, as a result of Brexit, the CREST System will no longer be available for settlement of electronic trades in Flutter shares after 30 March 2021. Instead, electronic trades in Flutter shares will be settled in the Euroclear System after March 2021.

Are other Irish companies migrating from the CREST System to the Euroclear System?

Yes, all Irish companies listed in London and/or Dublin are making this change.

Why is Flutter making changes to its constitutional documents?

Flutter’s constitution currently refers to the CREST System, so these references are being updated and other amendments made to facilitate the migration to the Euroclear System. In addition, some changes are being made to modernise Flutter’s constitution, which was last updated more than five years ago.

Why is shareholder approval required for these changes?

The Irish legislation passed to facilitate the Migration requires Flutter’s shareholders to approve the Migration. Under the Companies Act 2014 of Ireland, any changes to Flutter’s constitution require shareholder approval. All of the resolutions proposed at the EGM are special resolutions, requiring the votes in favour of 75% of Flutter shareholders voting in person or by proxy at the EGM.

Where can I find more information about this?

You can find copies of the Circular, a short Q&A, and the proposed changes to Flutter’s constitution at: <https://www.flutter.com/investors/csd-migration>

What is the deadline to return my Form of Proxy?

You should return your Form of Proxy *as soon as possible and, in any event, by no later than 11.00 am on Sunday, 17 January 2021*. In order for the EGM to be quorate, one-third in nominal value of the issued share capital of Flutter must be represented, so this makes it particularly important that shareholders complete and return Forms of Proxy as soon as they can.

Can shareholders attend the EGM in person or participate remotely?

Due to the restrictions on travel and meetings under the regulations and the guidance issued by the Government of Ireland and the Department of Health relating to the ongoing Coronavirus (COVID-19) pandemic, shareholders are requested not to attend the EGM in person and instead to submit a Form of Proxy to ensure they can vote and be represented at the EGM without attending in person.

Shareholders who wish to listen live to the EGM proceedings can do so by availing of the telephone facility and dialling-in to the following number at the time of the meeting:

Ireland: +44 203 972 3298

UK Direct: 0203 972 3298

International direct: +44 203 972 3298

Passcode: 750 544 25#

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Shareholders wishing to avail of this facility should submit their Form of Proxy as soon as possible, as it will not be possible to vote at the EGM using the telephone facility.

Please note that except as otherwise set out above, capitalised terms used in this document have the meaning given to them in the Circular published by Flutter on 21 December 2020. These questions and answers are intended to address briefly some commonly asked questions, but they only highlight some of the information contained in the Circular and may not contain all the information that is important to you. Flutter shareholders should read carefully the full contents of the Circular before deciding what action to take.