

Result of AGM

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Flutter Entertainment PLC
28 April 2022

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Flutter Entertainment plc (the "Company")
Results of Annual General Meeting 2022

The Company announces that the following resolutions were approved at its Annual General Meeting ("AGM") held on Thursday, 28 April 2022.

All resolutions as set out in the Notice of Meeting were duly passed on a poll.

The number of votes for and against each of the resolutions put before the meeting and the number of votes withheld were as follows:

Resolutions	Votes For ¹		Votes Against		Total votes ²	Votes Withheld ³
	No. of shares	%	No. of shares	%	No. of shares	No. of shares
1. Following a review of the Company's affairs, to receive and consider the Company's Financial Statements for the year ended 31 December 2021 and the reports of the Directors and External Auditor thereon	122,789,148	99.98	21,562	0.02	122,854,091	43,381
2. To receive and consider the Remuneration Committee Chair's Statement and the Annual Report on Remuneration for the year ended 31 December 2021 ⁴	76,077,899	67.55	36,541,611	32.45 ⁵	122,854,091	10,234,581
3(a). The election of Nancy Dubuc as a Director	121,537,843	98.93	1,311,230	1.07	122,854,091	5,018
3(b). The election of Holly Keller Koeppel as a Director	120,776,882	98.31	2,073,087	1.69	122,854,091	4,122
3(c). The election of Atif Rafiq as a Director	122,666,262	99.85	183,593	0.15	122,854,091	4,236
4(a). Re-election of Zillah Byng-Thorne as a Director	93,442,061	83.17	18,914,102	16.83	122,854,091	10,497,928
4(b). Re-election of Nancy Cruickshank as a Director	121,658,818	99.03	1,190,255	0.97	122,854,091	5,018
4(c). Re-election of Richard Flint as a Director	118,184,630	96.20	4,664,539	3.80	122,854,091	4,922
4(d). Re-election of Andrew Higginson as a Director	104,368,072	92.67	8,249,462	7.33	122,854,091	10,236,557
4(e). Re-election of Jonathan Hill as a Director	121,917,458	99.84	200,795	0.16	122,854,091	735,838
4(f). Re-election of Alfred F. Hurley Jr. as a Director	121,135,555	98.61	1,713,596	1.39	122,854,091	4,940
4(g). Re-election of Peter Jackson as a Director	122,678,050	99.86	171,729	0.14	122,854,091	4,312
4(h). Re-election of David Lazzarato as a Director	122,268,236	99.53	580,731	0.47	122,854,091	5,124
4(i). Re-election of Gary McGann as a Director	119,904,339	97.60	2,945,516	2.40	122,854,091	4,236
4(j). Re-election of Mary Turner as a Director	122,134,280	99.42	714,871	0.58	122,854,091	4,940
5. Authority to the Directors to set the remuneration of the External Auditor	121,006,161	98.50	1,845,341	1.50	122,854,091	2,589
6. Authority to call extraordinary general						

meetings on 14 clear days' notice*	118,668,363	96.60	4,182,714	3.40	122,854,091	3,014
7. Authority to allot shares	119,667,605	97.41	3,184,403	2.59	122,854,091	2,083
8A. Dis-application of pre-emption rights*	121,547,615	99.96	46,669	0.04	122,854,091	1,259,807
8B. Dis-application of pre-emption rights in connection with an acquisition or specified capital investment*	121,208,329	99.68	387,206	0.32	122,854,091	1,258,556
9. Authority to purchase own shares*	122,432,065	99.67	410,310	0.33	122,854,091	11,716
10. Authority to reissue Treasury Shares*	122,815,442	99.98	25,857	0.02	122,854,091	12,792

* Denotes Special Resolutions

NOTES:

¹ Votes "For" and "Against" are expressed as a percentage of votes received. The "For" votes include those giving the Chair discretion.

² The total number of ordinary shares in issue on Thursday, 28 April 2022 was 175,779,932. The Company does not currently hold any ordinary shares as Treasury Shares.

³ A vote "Withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" the resolution.

⁴ The Board notes that, although Resolution 2 was passed with the necessary majority, 32.45% of votes received were against the resolution. In advance of the AGM, the Remuneration Committee met extensively with our major shareholders to discuss the approach to remuneration. While shareholder feedback to the consultation was positive and shareholders have voted in favour of Resolution 2, we understand that a minority of shareholders had concerns with the level of base salary increases awarded, and were unable to vote in favour of Resolution 2 on this basis. As disclosed in our Annual Report, in presenting our Directors' Remuneration Report for 2021, the Remuneration Committee considered that increased base salary levels for our CEO and CFO were necessary to ensure that our Executive Director total remuneration packages are representative of Flutter's business context, and remain competitive in both the current UK market and the wider US and international digital markets in which we now operate. The Remuneration Committee and the Board continue to believe that these measures were appropriate and in the best interests of the Company. Following the AGM, the Company will continue to engage with shareholders to fully understand their concerns in relation to Executive Director remuneration and will take the full range of feedback received into account when determining our new Remuneration Policy and preparing our Remuneration Report for the financial year ending 31 December 2022, as required by the Irish Companies Act. In addition, in accordance with the provisions of the 2018 UK Corporate Governance Code, the Company will provide an update on the views received from shareholders and actions taken no later than six months after the AGM.

⁵ The voting results in relation to Resolution 2 reflect the proxy votes received by the Company in advance of the AGM as well as those votes cast in person at the meeting. Following the deadline for receipt of proxy votes of 11.00am (Irish time) on Tuesday 26 April 2022, the Company became aware that the voting instructions of certain institutional investors in relation to Resolution 2 as advised to the Company were not reflected in the proxy votes received by the Company. If these instructions had been reflected in the proxy votes received by the Company, the vote in favour of Resolution 2 would have been significantly above 70%. This does not have any effect on the validity of the adoption of Resolution 2 nor on any other resolution passed at the AGM. The Company has no reason to believe that any other voting instructions were similarly affected.

⁶ The total number of votes cast at the AGM (i.e. For, Against and Withheld) was 122,854,091 ordinary shares representing a 69.89% turnout.

As announced on 22 February 2022, having served 9 years on the Board, Michael Cawley decided not to seek re-election at the AGM and stepped down from the Board at the conclusion of the meeting.

The full text of the resolutions can be found in the Notice of AGM, which is available for inspection at the UK's National Storage Mechanism <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>, and at Euronext Dublin (see below) and on the Company's website at www.flutter.com/investors/shareholder-centre/aggm.

A copy of the resolutions passed under special business (as defined by the listing rules of the UK Listing Authority) will shortly be submitted to the UK's National Storage Mechanism for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and forwarded to Euronext Dublin and available for inspection at:

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