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If you have sold or transferred all of your registered holding of Flutter Entertainment plc shares, please forward this document and the accompanying Form of Proxy to the purchaser or transferee, or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you sell, or have sold, or otherwise transferred, only part of your holding of Flutter Entertainment plc shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

FLUTTER ENTERTAINMENT PLC

(incorporated and registered in Ireland with limited liability with registered number 16956)

Notice of Annual General Meeting

Thursday, 29 April 2021

A letter from the Chair of Flutter Entertainment plc (the "Company" and together with its subsidiaries the "Group") is set out on pages 3 to 8 of this document.

Your attention is drawn to the Notice of the Annual General Meeting ("AGM") of the Company to be held at 11.00 am on Thursday, 29 April 2021 at Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland, which is set out on pages 9 to 11 of this document.

Flutter considers the well-being of our shareholders, colleagues and other stakeholders as a top priority and, in this context, we are closely monitoring the situation and the measures advised by the Government of Ireland and the Department of Health in relation to the ongoing COVID-19 pandemic. While we expect the AGM to proceed as planned on 29 April 2021, the Board regrettably expects that the AGM will be held as a closed meeting (i.e. not generally open to the public). This is because the current COVID-19 measures published by the Government of Ireland provide that no organised indoor gatherings should take place and, in order to prioritise the health and safety of our shareholders, colleagues and other stakeholders, it will not be possible, on the basis of the current guidance and regulations in force, for shareholders to attend the AGM in person. In light of this, we strongly encourage shareholders to submit a proxy voting instruction in advance of the AGM to ensure they can vote and be represented at the AGM.

In light of the fact that the AGM is expected to proceed under very constrained circumstances due to the ongoing COVID-19 pandemic, we are pleased to be able to provide a facility for shareholders to follow the AGM remotely and submit questions to the Chair on the business of the meeting, should they wish to do so, by using the Orient Capital webcasting platform. Further information on accessing the Orient Capital platform is set out below under the heading "Following the AGM using the Orient Capital webcasting platform" on page 8 of this document, in the enclosed flyer and on our website at www.flutter.com/investors/shareholder-centre/agn. Shareholders wishing to vote at the AGM will still need to submit proxy voting instructions by the relevant deadlines before the AGM, as it will not be possible to vote at the AGM using the Orient Capital platform.

Shareholders are entitled to appoint a proxy in respect of the AGM. Following the migration of the Company's ordinary shares from the CREST system ("CREST") to the securities settlement system operated by Euroclear Bank SA/NV ("Euroclear Bank") (the "EB System") on 15 March 2021, the process for appointing a proxy and/or voting at the meeting will depend on the manner in which you hold your ordinary shares. Further information on the procedures to be followed in order to validly appoint a proxy are set out under the heading "Further action" on page 6 of this document and in the notes to the Notice of AGM.

In particular, persons who hold their interests in ordinary shares as Belgian law rights through the EB System or as CREST Depository Interests ("CDIs") through CREST should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.

If you appoint someone other than the Chair of the meeting to be your proxy, that person may not be able to attend the meeting if the prevailing COVID-19 measures require the Company to conduct the AGM as a closed meeting. As a result, we strongly encourage all shareholders to appoint the Chair as their proxy rather than a named person to ensure they can exercise their vote and be represented at the AGM.

All proxy voting instructions (whether submitted directly by way of a completed Form of Proxy in the case of holders of ordinary shares in certificated (i.e. paper) form or through the Euroclear System (in the case of Euroclear Bank Participants) or CREST (in the case of holders of CDIs)) must be received by the Company's Registrar by no later than 11.00 am on Tuesday, 27 April 2021 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting). Persons holding interests in ordinary shares through the Euroclear System or CREST (via a holding in CDIs) will also need to comply with any additional voting deadlines imposed by the respective service offerings. Again, all persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

This document, and the accompanying Form of Proxy, has been sent to shareholders on the register of members at close of business on Tuesday 23 March 2021.

Notice of Meeting 2021

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Expected Timetable of Events

The dates and times given in the table below are indicative only. If any dates and/or times in this expected timetable change, the revised dates and/or times will be notified to shareholders by announcement through a Regulatory Information Service.

Latest time for return of voting instructions by CDI Holders

11.00 am on Friday, 23 April 2021

Record date for Annual General Meeting

Close of business on Sunday, 25 April 2021

Latest time for return of voting instructions by EB Participants

10.00 am on Tuesday, 27 April 2021

Latest time for return of completed Forms of Proxy by holders of certificated shares

11.00 am on Tuesday, 27 April 2021

Annual General Meeting

11.00 am on Thursday, 29 April 2021

Agenda of Annual General Meeting

Ordinary business

1. Following a review of the Company's affairs, to receive and consider the Company's financial statements for the year ended 31 December 2020 and the reports of the Directors and Auditor thereon.
2. To receive and consider the Remuneration Committee Chair's Statement and the Annual Report on Remuneration for the year ended 31 December 2020.
3. Re-election of Directors.
4. Fixing of the remuneration of the Auditor.
5. Authorisation to retain the power to convene an extraordinary general meeting on not less than 14 clear days' notice.

Special business

6. Authorisation to allot relevant securities.
7. Authorisations to dis-apply statutory pre-emption rights.
8. Authorisation of market purchases of the Company's own shares.
9. Determination of the price range for the re-issue of treasury shares off-market.
10. Capitalisation of amounts standing to the credit of the Company's merger reserve account.
11. Approval of reduction in the company capital of the Company.

Letter from the Chair

Flutter Entertainment plc

(incorporated and registered in Ireland with limited liability with registered number 16956)

Directors

Gary McGann (Chair)
Divyesh ("Dave") Gadhia (Deputy Chair)
Peter Jackson (Chief Executive Officer)
Jonathan Hill (Chief Financial Officer)
Andrew Higginson (Senior Independent Director)
Zillah Byng-Thorne (Non-Executive Director)
Michael Cawley (Non-Executive Director)
Nancy Cruickshank (Non-Executive Director)
Richard Flint (Non-Executive Director)
Alfred F. Hurley Jr. (Non-Executive Director)
David Lazzarato (Non-Executive Director)
Peter Rigby (Non-Executive Director)
Mary Turner (Non-Executive Director)

29 March 2021

Dear Shareholder

I am writing to convene this year's Annual General Meeting ("AGM") of Flutter Entertainment plc (the "Company" or "Flutter") to be held at 11.00 am on Thursday, 29 April 2021 at Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland. I do so amidst the backdrop of the ongoing COVID-19 pandemic. Flutter considers the well-being of our shareholders, colleagues and other stakeholders as a top priority and, in this context, we are closely monitoring the situation and the measures advised by the Government of Ireland and the Department of Health. While we expect the AGM to proceed as planned on 29 April 2021, the Board regrettably expects that the AGM will be held as a closed meeting (i.e. not generally open to the public). This is because the current COVID-19 measures published by the Government of Ireland provide that no organised indoor gatherings should take place and, in order to prioritise the health and safety of our shareholders, colleagues and other stakeholders, it will not be possible, on the basis of the current guidance and regulations in force, for shareholders to attend the AGM in person.

Further details of the specific measures proposed to limit the risk of the transmission of COVID-19 at the AGM are set out in the flyer distributed to you with this letter which you should review carefully. In particular, as shareholders will be unable to attend the meeting if the prevailing COVID-19 measures require the Company to conduct the AGM as a closed meeting, I strongly encourage you to submit a proxy voting instruction in advance of the AGM to ensure that you can vote and be represented at the AGM.

Shareholder participation and engagement remains important to us and therefore shareholders will be provided with a facility to follow the AGM remotely and submit questions to the Chair on the business of the meeting, should they wish to do so, by using the Orient Capital webcasting platform. Further information on accessing the Orient Capital platform is set out below under the heading "Following the AGM using the Orient Capital webcasting platform" on page 8 of this document, in the enclosed flyer and on our website at www.flutter.com/investors/shareholder-centre/agm. Shareholders wishing to vote at the AGM will still need to submit proxy voting instructions by the relevant deadlines before the AGM, as it will not be possible to vote using the Orient Capital platform.

Before the AGM, a shareholder may also submit a question in writing, to be received at least two business days before the meeting (i.e. Tuesday, 27 April 2021) by email to cosec@flutter.com or by post to the Company Secretary, Flutter Entertainment plc, Belfield Office Park, Beech Hill Road, Clonskeagh, Dublin, D04 V972, Ireland. All correspondence should include sufficient information to identify that the person submitting the question is a shareholder of the Company. Responses to the most common questions will be posted on our website at www.flutter.com/investors/shareholder-centre/agm and we also anticipate responding to all questions individually by correspondence.

This letter briefly explains the business to be transacted at the AGM. Your attention is drawn to the Notice of AGM, which is set out on pages 9 to 11 of this document, as well as the Company's Annual Report and Accounts for the year ended 31 December 2020 (the "Annual Report 2020"), which has been published on our website www.flutter.com/investor-relations/annual-reports.

In addition to the ordinary business to be transacted at the AGM as set out in Resolutions 1 to 5, various items of special business are included in the Notice of AGM and further described below. All resolutions are unanimously recommended by the Board for approval.

Resolution 1: Financial Statements

Resolution 1 is to receive and consider the Company's Financial Statements for the year ended 31 December 2020 and the reports of the Directors and Auditor thereon as set out in the Annual Report 2020, following a review of the Company's affairs.

Resolution 2: Remuneration Report

Resolution 2 is to receive and consider the Remuneration Committee Chair's Statement and the Annual Report on Remuneration set out in the Annual Report 2020 on pages 104 to 108 and 110 to 118, respectively (and excluding, for the avoidance of doubt, the summary of the Remuneration Policy, which was approved by shareholders at the 2020 AGM, which is set out on pages 119 to 122 of the Annual Report 2020). This is an advisory resolution and is not binding on the Company.

Resolution 3: Re-election of the existing Directors

Resolution 3 proposes the re-election of each of Zillah Byng-Thorne, Michael Cawley, Nancy Cruickshank, Richard Flint, Jonathan Hill, Alfred F. Hurley, Jr., Andrew Higginson, Peter Jackson, David Lazzarato, Gary McGann, and Mary Turner as Directors of the Company. The Directors seeking re-election under Resolution 3 will be doing so in accordance with the requirements of Regulation 91(a) of Flutter's Articles of Association and the recommendation of the UK Corporate Governance Code 2018 that each Director retire at the AGM, with those being eligible offering themselves for re-election.

All Directors seeking re-election under Resolution 3 are considered to be making an effective contribution to their roles on the Board, bringing relevant knowledge, diversity of perspective and an ability and willingness to challenge and each retains a strong commitment to the role. Accordingly, the Board recommends the re-election of each of the Directors proposed in Resolution 3. Each of the re-election resolutions will be put to the meeting as separate resolutions. Biographical information for each Director seeking re-election is set out in the Annual Report 2020 on pages 68 to 71.

Letter from the Chair continued

Resolution 3: Re-election of the existing Directors continued

As announced by the Company on 25 February 2021, Dave Gadhia and Peter Rigby have decided not to seek re-election at the AGM and will therefore step down from the Board at the conclusion of the AGM. I would again like to take this opportunity to thank both Dave and Peter for their considerable commitment and good counsel and wish them health, happiness and success for the future.

As also announced by the Company on 25 February 2021, following an international search as part of our on-going Board renewal process Nancy Dubuc and Holly Koeppel will be appointed as independent Non-Executive Directors with effect from 29 April 2021 and 13 May 2021, respectively. We look forward to Nancy's and Holly's involvement which will add significantly to the diversity of thought and perspective on the Flutter Board.

Resolution 4: Remuneration of the Auditor

Resolution 4 authorises the Directors to fix the remuneration of the Company's Auditor for the year ending 31 December 2021.

Resolution 5: Convening of extraordinary general meetings on short notice

In Resolution 5, shareholders are being asked to maintain the existing authority in the Articles of Association which permits the Company to convene an extraordinary general meeting on not less than 14 clear days' notice in writing where the purpose of the meeting is to consider an ordinary resolution. As a matter of policy, the 14 clear days' notice will only be utilised where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding such business.

The Flutter Board availed of this authority during 2020 when convening an extraordinary general meeting of shareholders on 17 clear days' notice for the purpose of seeking the approval of shareholders for the proposed acquisition of the 37.2% minority interest in FanDuel Parent Group LLC ("FanDuel") from Fastball Holdings LLC ("Fastball") as a related party transaction (the "December 2020 EGM"). The Board considered that it was in the best interests of the Company and its stakeholders to convene the December 2020 EGM at short notice in order to facilitate completion of the acquisition on or prior to 31 December 2020, which was a commercial imperative of Fastball. The December 2020 EGM was held on 29 December 2020 and, following approval of the acquisition by shareholders, the acquisition of the minority interest in FanDuel completed on 30 December 2020. The total number of votes cast (i.e. for, against and withheld) at the December 2020 EGM was 119,616,243, representing a turnout of approximately 73.24%, with approximately 99.99% of votes cast in favour of the resolution to approve the acquisition.

Resolution 6: Authority to allot shares

Resolution 6 is divided into two parts. In paragraph (i), shareholders are being asked, in line with the principles of the guidance issued by the Investment Association, to renew the Directors' authority to allot equity securities up to a maximum nominal amount of 33.33% of the issued share capital of the Company (excluding treasury shares) as at 23 March 2021 (being the latest practicable date before publication of this document) (the "Latest Practicable Date"), which would be equivalent to an aggregate nominal value of €5,255,413.83 (representing 58,393,487 ordinary shares).

In paragraph (ii) of Resolution 6, shareholders are being asked, again in line with the principles of the guidance issued by the Investment Association, to grant the Directors authority to allot up to 66.66% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date, which would be equivalent to an aggregate nominal value of €10,510,827.66 (representing 116,786,974 ordinary shares), provided the allotment is made in connection with a rights issue or other pre-emptive issue in favour of holders of equity securities. The amount in paragraph (ii) would be reduced by the nominal amount of any ordinary shares already issued or assigned under the authority conferred by paragraph (i) of Resolution 6, so that the Company would not have the power to issue in total more than 66.66% of its issued share capital pursuant to the authority granted by this resolution.

If Resolution 6 is passed, this authority will expire at the close of the AGM of the Company held in 2022 or the close of business on 28 July 2022 (whichever is earlier). Save for the allotment of shares in respect of the Group's employee share schemes, as at the date of this document the Board has no current intention to exercise this authority and intends to comply with the guidance issued by the Investment Association.

Resolution 7: Disapplication of statutory pre-emption rights

Resolution 7A is a special resolution which asks shareholders to renew the Directors' authority to allot shares for cash without first being required to offer them to existing shareholders of the Company. It gives the Directors authority to allot shares up to 5% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date, which would be equivalent to an aggregate nominal value of €788,312.07 (representing 8,759,023 ordinary shares). If renewed, this authority will expire at the close of the AGM of the Company held in 2022 or the close of business on 28 July 2022 (whichever is earlier).

Resolution 7B is a special resolution which asks shareholders to grant the Directors an additional authority to dis-apply statutory pre-emption rights in relation to allotments of new shares for cash in connection with an acquisition or specified capital investment. It gives the Directors further authority to allot shares up to 5% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date, which would be equivalent to an aggregate nominal value of €788,312.07 (representing 8,759,023 ordinary shares). The additional authority is being sought in line with the Pre-Emption Group's Statement of Principles. The authority to allot the additional 5% in Resolution 7B would be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If granted, this authority will expire at the close of the AGM of the Company held in 2022 or the close of business on 28 July 2022 (whichever is earlier).

Flutter carried out a number of non-pre-emptive issues of ordinary shares during 2020, details of which are contained on pages 130 and 131 of the Annual Report 2020. As described in further detail in the Annual Report 2020, the Board considers that each of these share issues was in the best interests of the Company and all stakeholders.

As at the date of this document the Board has no current intention to exercise the authority under Resolutions 7A or 7B. Nevertheless, the Board considers that it is important that shareholders renew these authorities in order to preserve the flexibility of the Company to respond to market challenges and opportunities in line with its peers.

Resolution 8: Authority to purchase own shares

In Resolution 8, shareholders are being asked to renew the authority of the Company, or any subsidiary, to make market purchases of the Company's shares of up to 10% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date (or, if less, up to 10% of the issued share capital (excluding treasury shares) on the date on which Resolution 8 is passed). The price range at which ordinary shares may be acquired cannot be less than the nominal value of the Company's shares and cannot be greater than the higher of (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the market where the purchase is carried out. Shares purchased by the Company may be cancelled or held in treasury pending cancellation or re-issue.

As at the Latest Practicable Date, the total number of options to subscribe for shares in the Company is 1,999,328 which represents 1.14% of the total voting rights of the Company on that date. This percentage would increase to 1.27% if the full authority to buy back shares were used.

If renewed, this authority will expire at the close of the AGM of the Company held in 2022 or the close of business on 28 July 2022 (whichever is earlier). The Board will only exercise the power to purchase shares in the future at price levels at which it considers purchases to be in the best interests of the shareholders generally after taking account of the Group's overall financial position. The Board has no current intention to exercise this authority.

Resolution 9: Re-issue price of treasury shares

In Resolution 9, shareholders are being asked to pass a resolution authorising the Company to re-issue shares purchased by it and not cancelled and which are held as treasury shares off market within a price range, which is not less than 95% nor more than 120% of the average price of the Company's shares over the five dealing days prior to the date of re-issue by the Company. If renewed, this authority will expire at the earlier of the close of the AGM of the Company held in 2022 or the close of business on 28 July 2022. The total number of treasury shares held by the Group on the Latest Practicable Date was 1,965,600, which represents 1.12% of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date.

Resolution 10: Capitalisation of amounts standing to the credit of the Company's merger reserve account

At the Extraordinary General Meeting of the Company held on 21 April 2020 (the "April 2020 EGM") in connection with the proposed combination with The Stars Group Inc. ("TSG"), shareholders approved the capitalisation of the amounts standing to the credit of the merger reserve account of Flutter resulting from the issuance of new Flutter ordinary shares to former TSG shareholders on completion of the combination with TSG. The capitalisation was intended to facilitate a subsequent capital reduction of some or all of the share premium arising from the capitalisation in order to create distributable reserves within Flutter. As disclosed in the Consolidated Statement of Changes in Equity on page 145 of the Annual Report 2020, the amount of the merger reserve arising on completion of the combination with TSG was approximately €6,189.5m.

Due to a number of factors, including in particular the disruption caused by the COVID-19 pandemic following the April 2020 EGM, the Company did not implement the capitalisation approved at the April 2020 EGM or any reduction of capital during 2020. In addition, as disclosed in the Consolidated Statement of Changes in Equity on page 145 of the Annual Report 2020, a further amount of approximately €1,793.4m was credited to the Company's merger reserve account in connection with the issue of approximately 11,747,500 new ordinary shares as partial consideration for the acquisition of an additional 37.2% of the outstanding units of FanDuel in December 2020. As a result, as at 31 December 2020, an aggregate amount of approximately €7,982.9m was credited to the Company's merger reserve account. The Board continues to believe that a capitalisation of the amounts standing to the credit of the Company's merger reserve account and a subsequent capital reduction of the resulting undenominated capital to create distributable reserves would be in the best interests of shareholders and subject to confirmation by the Irish High Court.

As a result, in Resolution 10 shareholders are being asked to approve the capitalisation of up to all amounts standing to the credit of the Company's merger reserve account as at 31 December 2020 (being approximately €7,982.9m), in order to create undenominated capital that can be converted to distributable reserves by way of a subsequent capital reduction to be implemented in accordance with the authority sought in Resolution 11.

If Resolution 10 is not approved at the AGM then Flutter will be unable, without further shareholder approval at a subsequent general meeting, to capitalise the amounts standing to the credit of Flutter's merger reserve account following completion of the combination with TSG or the acquisition of an additional 37.2% of the outstanding units of FanDuel; these amounts will not form part of any reduction of capital implemented in accordance with Resolution 11 (if approved by shareholders and confirmed by the Irish High Court) and will not form part of Flutter's distributable reserves.

Letter from the Chair continued

Resolution 11: Approval of reduction in the company capital of the Company

At the April 2020 EGM, shareholders also approved the implementation of a capital reduction of some or all of the undenominated capital arising from the capitalisation approved at that meeting in order to create distributable reserves within Flutter, subject to the approval of the Irish High Court.

Under Irish company law, any dividends, share redemptions or repurchases made by Flutter must be funded from distributable reserves or, for share repurchases or redemptions, from the proceeds of a fresh issue of shares for that purpose. Section 84 of the Companies Act 2014 enables a company, subject to shareholder approval and the confirmation of the Irish High Court, to create distributable reserves through a reduction of company capital. Flutter's existing distributable reserves will be reduced over time by any dividends, share repurchases or redemptions which it may declare or implement and accordingly Flutter wishes to ensure that it is not constrained from paying dividends, or redeeming or repurchasing shares by a lack of distributable reserves in circumstances where it is otherwise in a position to pay dividends and/or redeem or repurchase shares.

As outlined above, due to a number of factors, including in particular the disruption caused by the COVID-19 pandemic following the April 2020 EGM, the Company did not implement the capitalisation or any reduction of capital during 2020. In addition, following the April 2020 EGM, additional undenominated capital of approximately €811.9 million and €1,119.9 million was credited to the Company's share premium account as a result of the implementation of the share placings in May 2020 and December 2020 respectively. The Board continues to believe that a capital reduction of the undenominated capital standing to the credit of Flutter's share premium account as at 31 December 2020, together with any undenominated capital arising as a result of the implementation of the capitalisation referred to in Resolution 10, to create distributable reserves would be in the best interests of shareholders.

As a result, in Resolution 11 shareholders are being asked to approve, subject to confirmation of the Irish High Court: (i) the reduction of Flutter's company capital by the cancellation of up to the entire amount of any undenominated capital credited to Flutter's share premium account as at 31 December 2020, together with any undenominated capital arising as a result of the implementation of the capitalisation referred to in Resolution 10; (ii) the reserve resulting from such cancellation being treated as profits available for distribution; and (iii) the Directors being authorised to determine the amount of such reduction and whether to seek (or not seek) the approval of the Irish High Court.

If Resolution 11 is not approved at the AGM, then the undenominated capital standing to the credit of Flutter's share premium account, including any amounts arising as a result of the capitalisation referred to in Resolution 10, will not be available to fund distributions, including dividends and share repurchases, which may be declared by the Board in future.

Even if Resolution 11 is approved by shareholders at the AGM, any proposed capital reduction would be subject to the confirmation of the Irish High Court. Although the Directors are not aware of any reason why the Irish High Court would not approve the creation of distributable reserves in this manner, the issuance of

the required Irish High Court order is a matter entirely at the discretion of the Irish High Court and there is no guarantee that such approval will be forthcoming.

Further action

In light of the ongoing impact of the COVID-19 pandemic and related public health guidance, and as set out in the flyer enclosed with this document and available on the Company's website at www.flutter.com/investors/shareholder-centre/agm, the Board regrettably expects that the AGM will be held as a closed meeting (i.e. not generally open to the public). This is because the current COVID-19 measures published by the Government of Ireland provide that no organised indoor gatherings should take place and, in order to prioritise the health and safety of our shareholders, colleagues and other stakeholders, it will not be possible, on the basis of the current guidance and regulations in force, for shareholders to attend the AGM in person. In light of this, we strongly encourage shareholders to submit a proxy voting instruction in advance of the AGM to ensure they can vote and be represented at the AGM.

Shareholders are entitled to appoint a proxy in respect of the AGM. Following the migration of the Company's ordinary shares from the CREST system ("CREST") to the securities settlement system operated by Euroclear Bank SA/NV ("Euroclear Bank") (the "EB System") on 15 March 2021, the process for appointing a proxy and/or voting at the meeting will depend on the manner in which you hold your ordinary shares and is set out in further detail below.

If you appoint someone other than the Chair of the Meeting to be your proxy, that person may not be able to attend the meeting if the prevailing COVID-19 measures require the Company to conduct the AGM as a closed meeting. As a result, we strongly encourage all shareholders to appoint the Chair as their proxy rather than a named person to ensure they can exercise their vote and be represented at the AGM.

Investors who hold ordinary shares in certificated (i.e. paper) form

A Form of Proxy for use in connection with the resolutions to be proposed at the meeting is enclosed. Shareholders whose names appear on the register of members of the Company (i.e. those who hold their ordinary shares in certificated (i.e. paper) form), should complete the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's registrar, Link Registrars Limited, either to P.O. Box 1110, Maynooth, Co. Kildare, Ireland (if delivered by post) or to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland (if delivered by hand during normal business hours), or to the Company at its registered office, by no later than 11.00 am on Tuesday, 27 April 2021 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting).

Alternatively, you may appoint a proxy electronically, by visiting the website of the Company's Registrar at www.fluttershares.com. To do this you will need your Investor Code (IVC), which can be found on your Form of Proxy. Further instructions on how to appoint a proxy are set out in the notes to the Notice of AGM and on the Form of Proxy.

Investors who hold ordinary shares through the EB System or CREST

Persons who hold their interests in ordinary shares as Belgian law rights through the EB System or as CREST Depository Interests ("CDIs") through CREST should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Further information for holders of CDIs ("CDI Holders")

In respect of CDI Holders, Euroclear UK & Ireland Limited ("EUI"), the operator of CREST, has arranged for voting instructions relating to CDIs held in CREST to be received via a third party service provider, Broadridge Financial Solutions Limited ("Broadridge"). Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage of the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants (see the section: CREST International Service – Proxy Voting).

If you are a CDI Holder, you will be required to use the EUI proxy voting service facilitated by the Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete a Meetings and Voting Client Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.

Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend and vote at the meeting (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic) the number of ordinary shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions through Broadridge.

Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out below and is expected to be at least two business days prior to the Company's proxy appointment deadline of 11.00 am on Tuesday, 27 April 2021. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

CDI Holders are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures, and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

Further information for Euroclear Bank Participants

Investors who hold their interests in ordinary shares through a participant account in the EB System ("EB Participants") can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" and available on the Euroclear Bank website (www.euroclear.com). EB Participants can either send:

- electronic voting instructions to instruct Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("Euroclear Nominees") to either itself, or by appointing the Chair of the AGM as a proxy:
 - (a) vote in favour of all or a specific resolution(s);
 - (b) vote against all or a specific resolution(s);
 - (c) abstain in respect of all or a specific resolution(s); or
 - (d) give a discretionary vote to the Chair for all or a specific resolution(s); or
- a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the AGM), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic) the number of ordinary shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address, nationality code). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.

Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one hour prior to the Company's proxy appointment deadline which, in the case of the AGM, would be a deadline of 10.00 am on Tuesday, 27 April 2021. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

EB Participants are strongly encouraged to familiarise themselves with the new arrangements in the Euroclear System, including the new voting deadlines and procedures.

Notice of Meeting 2021

Letter from the Chair continued

Deadlines for receipt by the Company of proxy voting instructions

All proxy voting instructions (whether submitted directly by way of a completed Form of Proxy in the case of holders of ordinary shares in certificated (i.e. paper) form or through the Euroclear System (in the case of EB Participants) or CREST (in the case of CDI Holders)) must be received by the Company's Registrar by no later than 11.00 am on Tuesday, 27 April 2021 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting). Persons holding interests in ordinary shares through the Euroclear System or CREST (via a holding in CDIs) will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

Following the AGM using the Orient Capital webcasting platform

Shareholders will be provided with a facility to follow the AGM remotely and submit questions to the Chair on the business of the meeting, should they wish to do so, by using the Orient Capital platform. This can be done by accessing the General Meetings section of our website at www.flutter.com/investors/shareholder-centre/agm and following the link to the webcast for the AGM.

Access to the AGM will be available from 30 minutes before the start of the event, although you will not be able to submit questions using the Orient Capital platform until the meeting is declared open.

A summary of the procedures to be followed to access the Orient Capital platform is set out below and a user guide to the audio webcast is available on our website at www.flutter.com/investors/shareholder-centre/agm.

Shareholders wishing to vote at the AGM will still need to submit proxy voting instructions by the relevant deadlines before the AGM, as it will not be possible to vote using the Orient Capital platform.

How to view the meeting electronically

In order to view the meeting electronically, you will need to visit the General Meetings section of our website at www.flutter.com/investors/shareholder-centre/agm using your smartphone, tablet or computer and follow the link to the webcast for the AGM. You will then be prompted to enter your unique 'Login Code' and 'PIN'. Your Login Code is your 11 digit Investor Code ("IVC"), including any leading zeros. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

For registered members (i.e. those shareholders holding ordinary shares in certificated (i.e. paper) form), your IVC can be found on the enclosed Form of Proxy or your share certificate. You can also obtain this by contacting the Company's Registrar, Link Registrars Limited by calling +353 1 553 0050. Lines are open from 9.00 am to 5.00 pm Monday to Friday, excluding Irish bank holidays.

If you are a registered member and wish to appoint a proxy and for them to view the meeting electronically on your behalf through the Orient Capital platform, please contact Link Registrars Limited on the number provided above.

CDI Holders or EB Participants wishing to access the Orient Capital platform should arrange to have themselves appointed as their own proxy, as explained on pages 6 and 7 above and in notes 9 and 10 of the Notice of AGM, and should contact Link Registrars Limited by no later than 10.30 am on 26 April 2021 by emailing RMSupportDublin@linkgroup.ie in order to obtain a unique Login Code and PIN number to view the AGM electronically. Any CDI Holders or EB Participants who have not had themselves appointed as their own proxy, but who nevertheless wish to view the AGM electronically via the Orient Capital platform, should contact the Company Secretary by email to cosec@flutter.com.

Audiocast

The proceedings of the AGM will be broadcast in audio format with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceedings of the meeting on your device, as well as being able to see the slides of the meeting (which will include the resolutions to be put forward to the meeting). These slides will progress automatically as the meeting progresses.

Questions

Questions will be invited during the meeting when formally announced by the Chair. Shareholders viewing the AGM electronically may ask questions via the Orient Capital platform by typing and submitting their question in writing via the Q&A box which is found underneath the speaker details on the left hand side of the player. Once you have typed your question please click the 'Submit' button.

Before the AGM, a shareholder may also submit a question in writing, to be received at least two business days before the meeting (i.e. Tuesday, 27 April 2021) by email to cosec@flutter.com or by post to the Company Secretary, Flutter Entertainment plc, Belfield Office Park, Beech Hill Road, Clonskeagh, Dublin, D04 V972, Ireland. All correspondence should include sufficient information to identify that the person submitting the question is a shareholder of the Company. Responses to the most common questions will be posted on our website at www.flutter.com/investors/shareholder-centre/agm and we also anticipate responding to all questions individually by correspondence.

Requirements

An active internet connection is required at all times in order to allow you to view the meeting and submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

Recommendation

The Board is of the opinion that the resolutions to be proposed at the AGM are in the best interests of shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of each of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully

Gary McGann
Chair
29 March 2021

Notice of Annual General Meeting of Flutter Entertainment plc

NOTICE is hereby given that the Annual General Meeting ("AGM") of Flutter Entertainment plc (the "Company") will be held at Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland at 11.00 am on Thursday, 29 April 2021 for the following purposes:

1. To consider and, if thought fit, pass the following as an ordinary resolution:

To review the Company's affairs and consider the Company's Financial Statements and the reports of the Directors and Auditors for the year ended 31 December 2020.

2. To consider and, if thought fit, pass the following as an ordinary resolution:¹

To receive and consider the Remuneration Committee Chair's Statement and the Annual Report on Remuneration for the year ended 31 December 2020 as set out in the Annual Report 2020 on pages 104 to 108 and 110 to 118, respectively.

3. To consider and, if thought fit, pass the following as separate ordinary resolutions:

To re-elect the following as Directors:

Resolution 3(a) Zillah Byng-Thorne

Resolution 3(b) Michael Cawley

Resolution 3(c) Nancy Cruickshank

Resolution 3(d) Richard Flint

Resolution 3(e) Andrew Higginson

Resolution 3(f) Jonathan Hill

Resolution 3(g) Alfred F. Hurley, Jr.

Resolution 3(h) Peter Jackson

Resolution 3(i) David Lazzarato

Resolution 3(j) Gary McGann

Resolution 3(k) Mary Turner

4. To consider and, if thought fit, pass the following as an ordinary resolution:

To authorise the Directors to fix the remuneration of the Auditor for the year ending 31 December 2021.

5. To consider and, if thought fit, pass the following as a special resolution:

"That it is hereby resolved that the provision in Article 59(a) of the Articles of Association of the Company allowing for the convening of an extraordinary general meeting by at least fourteen Clear Days' notice (where such meetings are not convened for the passing of a special resolution) shall continue to be effective."

As special business:

6. To consider and, if thought fit, pass the following as an ordinary resolution:²

"That the Directors of the Company are hereby unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Companies Act 2014):

- (i) up to an aggregate nominal amount of €5,255,413.83 (58,393,487 shares), representing approximately 33.33% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares) at 23 March 2021 (the "Latest Practicable Date"); and

- (ii) up to an aggregate nominal amount of of €10,510,827.66 (116,786,974 shares) (such amount to be reduced by the aggregate nominal amount of relevant securities allotted under paragraph (i) of this Resolution 6), representing approximately 66.66% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares) at the Latest Practicable Date, provided:

- a. they are equity securities (within the meaning of Section 1023(1) of the Companies Act 2014); and
- b. they are offered by way of a rights issue or other pre-emptive issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders, fractional entitlements or otherwise.

The authority hereby conferred by this resolution will expire at the earlier of the close of the AGM of the Company held in 2022 or the close of business on 28 July 2022, unless previously renewed, varied or revoked by the Company in a general meeting, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired."

7. To consider and, if thought fit, pass the following as separate special resolutions:²

Resolution 7A

"That pursuant to Article 8(d) of the Articles of Association of the Company, the Directors of the Company be and are hereby empowered pursuant to the Companies Act 2014 to allot equity securities (as defined by Section 1023 of the Companies Act 2014) for cash pursuant to the authority conferred on the Directors by Resolution 6 in the Notice of this meeting as if sub-section (1) of Section 1022 of the Companies Act 2014 did not apply to any such allotment, provided that:

- (i) such authority is to be limited to allotments for rights issues, open offers and other pre-emptive issues pursuant to the terms of Article 8(d)(i) of the Articles of Association; and
- (ii) the nominal value of all equity securities allotted pursuant to this resolution (otherwise than under paragraph (i) above) together with the nominal value of any treasury shares (as defined in Section 1078 of the Companies Act 2014), which may be re-issued pursuant to Resolution 9 during the period of this authority, may not exceed €788,312.07 (8,759,023 shares), which is equivalent to approximately 5% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date.

Notice of Annual General Meeting Flutter Entertainment plc continued

The authority hereby conferred by this resolution will expire at the earlier of the close of the AGM of the Company held in 2022 or the close of business on 28 July 2022, unless previously renewed, varied or revoked, provided that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted after this authority has expired, and in that case, the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."

Resolution 7B

"That pursuant to Article 8(d) of the Articles of Association of the Company, the Directors of the Company be and are hereby empowered pursuant to the Companies Act 2014 in addition to any authority granted under Resolution 7A to allot equity securities (as defined by Section 1023 of the Companies Act 2014) for cash pursuant to the authority conferred on the Directors by Resolution 6 in the Notice of this meeting as if sub-section (1) of Section 1022 of the Companies Act 2014 did not apply to any such allotment, provided that:

- (i) the proceeds of any such allotment are to be used only for the purposes of financing (or re-financing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dis-applying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice; and
- (ii) the nominal value of all equity securities allotted pursuant to this authority together with the nominal value of any treasury shares (as defined in Section 1078 of the Companies Act 2014), which may be re-issued pursuant to Resolution 9 during the period of this authority, may not exceed €788,312.07 (8,759,023 shares), which is equivalent to approximately 5% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date.

The authority hereby conferred by this resolution will expire at the earlier of the close of the AGM of the Company held in 2022 or the close of business on 28 July 2022, unless previously renewed, varied or revoked, provided that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted after this authority has expired, and in that case, the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."

8. To consider and, if thought fit, pass the following as a special resolution:

"That the Company and/or any subsidiary (as defined by Section 7 of the Companies Act 2014) be generally and unconditionally authorised to purchase its ordinary shares on any securities market (within the meaning of Section 1072 of the Companies Act 2014), on such terms and conditions and in such manner as the Directors may from time to time determine but subject to the following conditions:

- (i) the maximum number of ordinary shares authorised to be purchased is 17,518,046 (representing approximately 10% of the issued share capital of the Company excluding treasury shares on the Latest Practicable Date) or, if less, the number representing approximately 10% of the issued share capital of the Company (excluding treasury shares) on the date on which this resolution is passed;
- (ii) the minimum price (excluding expenses) which may be paid for any ordinary share shall be an amount equal to the nominal value thereof; and
- (iii) the maximum price (excluding expenses) which may be paid for any ordinary share is the higher of:
 - (1) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the Euronext Dublin Daily Official List in the case of a purchase on Euronext Dublin, or the London Stock Exchange Daily Official List in the case of a purchase on the London Stock Exchange, for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (2) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from Euronext Dublin in the case of a purchase on Euronext Dublin, or the London Stock Exchange in the case of a purchase on the London Stock Exchange.

The authority hereby conferred by this resolution will expire at the earlier of the close of the AGM of the Company held in 2022 or the close of business on 28 July 2022, unless previously renewed, varied or revoked, provided that the Company may make an offer or agreement to purchase shares under this authority before the expiry of this authority, and concluded in whole or in part after the expiry of this authority."

9. To consider and, if thought fit, pass the following as a special resolution:³

"That, for the purposes of Section 1078 of the Companies Act 2014, the re-issue price range at which any treasury shares (as defined by the said Section 1078) for the time being held by the Company may be re-issued off market shall be as follows:

- (i) the maximum price at which a treasury share may be re-issued off market shall be an amount equal to 120% of the "appropriate price"; and
- (ii) the minimum price at which a treasury share may be re-issued off market shall be the nominal value of the share where such share is required to satisfy an obligation under an employees' share scheme (as defined in the Companies Act 2014) operated by the Company or any of its subsidiaries (as defined by Section 7 of the Companies Act 2014) or, in all other cases, an amount equal to 95% of the appropriate price.

For the purposes of this resolution the expression "appropriate price" shall mean the average of the five amounts resulting from determining whichever of the following (1), (2) or (3) specified below in relation to shares of the class of which such treasury share is to be re-issued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-issued, as determined from information published in the Euronext Dublin Daily Official List or the London Stock Exchange Daily Official List, as may be determined by the Directors of the Company, reporting the business done in each of those five business days:

- (1) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (2) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (3) if there shall not be any dealing reported for the day, the average of the high or low market guide prices for the day; and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the appropriate price. If the means of providing the foregoing information as to dealings and prices by reference to which the appropriate price is to be determined is altered or is replaced by some other means, then the appropriate price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on Euronext Dublin or the London Stock Exchange or its equivalent.

The authority hereby conferred by this resolution will expire at the earlier of the close of the AGM of the Company held in 2022 or the close of business on 28 July 2022, unless previously renewed or varied, in accordance with the provisions of Section 1078 of the Companies Act 2014."

10. To consider and, if thought fit, pass the following as an ordinary resolution:

"That, for the purposes of Article 125 of the Articles of Association of the Company, the capitalisation of any amount standing to the credit of the merger reserve account of the Company as at 31 December 2020 for the purpose of applying such sum in paying up in full one or more unissued shares in the capital of the company to be allotted as fully paid bonus shares in accordance with the said Article 125 (the "Capitalisation") be and is hereby approved and the Board of Directors of the Company, acting through one or more of the Directors, be and is hereby authorised to determine, on behalf of the Company, the amount of the Capitalisation and number of shares to be issued, to determine whether or not to proceed with the Capitalisation and to implement any such Capitalisation in accordance with the provisions of Article 126 of the Articles of Association of the Company as it sees fit."

11. To consider and, if thought fit, pass the following as a special resolution:

"That, subject to and conditional upon the confirmation of the High Court pursuant to Sections 84 and 85 of the Companies Act 2014:

- (i) in accordance with Section 84 of the Companies Act 2014, the company capital of the Company be reduced by the cancellation of up to the entire amount of the undenominated capital standing to the credit of the Company's share premium account as at 31 December 2020, together with any undenominated capital arising to the credit of the Company's share premium account as a result of implementation of Capitalisation (as defined in Resolution 10 of the Notice of this meeting), and the reserve resulting from the cancellation of such undenominated capital shall be treated as profits available for distribution as defined by Section 117 of the Companies Act 2014; and
- (ii) the Board of Directors of the Company, acting through one or more of the Company's Directors, be and is hereby authorised to determine, on behalf of the Company, the amount of undenominated capital to be reduced pursuant to paragraph (i) of this resolution, provided such amount shall not exceed the aggregate amount of the Company's undenominated capital following implementation of the Capitalisation, and to proceed to seek the confirmation of the High Court to such reduction of company capital pursuant to Sections 84 and 85 of the Companies Act 2014 or to determine not to proceed to seek the confirmation of the High Court at all."

For the Board

Edward Traynor
Company Secretary
Flutter Entertainment plc
29 March 2021

Belfield Office Park, Beech Hill Road,
Clonskeagh, Dublin 4, Ireland
Company number: 16956

Notes to the Notice of Annual General Meeting of Flutter Entertainment plc

1. Resolution 2 is an advisory resolution and is not binding on the Company as there is no requirement for it to be binding under Irish law.
2. Resolutions 6, 7A and 7B reflect the principles of the Pre-Emption Group's Statement of Principles and related templates.
3. Treasury shares are shares in the Company which are owned by the Company or any subsidiary. The Company, following a purchase of its own shares, is able to hold such shares in treasury instead of cancelling them. Such shares may subsequently be re-issued for cash, transferred to an employees' share scheme or cancelled. As at the Latest Practicable Date, the Company's issued share capital consisted of 175,180,462 ordinary shares, carrying one vote each and being eligible for dividends, excluding any shares held as treasury shares, which do not carry voting rights. The Company and its subsidiaries held 1,965,600 treasury shares as at the Latest Practicable Date. Therefore, the total number of voting rights as at the Latest Practicable Date was 175,180,462.
4. In accordance with the Articles of Association of the Company, notice is hereby given that all resolutions at the AGM are to be decided by way of poll. On a poll vote, every member present in person or by proxy has one vote for every ordinary share of which he/she is the holder. Pursuant to Section 190(b) of the Companies Act 2014, where a poll is taken at the AGM, a member, present in person or by proxy, holding more than one share need not cast all of his/her votes in the same way.
5. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company (including this AGM), subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic. Shareholder participation and engagement remains important to us and therefore shareholders will be provided with a facility to follow the AGM remotely and submit questions to the Chair on the business of the meeting, should they wish to do so, by using the Orient Capital webcasting platform. Further information on accessing the Orient Capital platform is set out on page 8 of the Letter from the Chair accompanying this Notice under the heading "Following the AGM using the Orient Capital webcasting platform", in the enclosed flyer and on our website at www.flutter.com/investors/shareholder-centre/agm. Shareholders wishing to vote at the AGM will still need to submit proxy voting instructions by the relevant deadlines before the AGM, as it will not be possible to vote at the AGM using the Orient Capital platform.
6. Any member entitled to attend, speak, ask questions and vote at this meeting is entitled to appoint any person (who need not be a member of the Company) as a proxy to attend, speak, ask questions and vote in his/her place. Appointment of a proxy will not affect the right of a member to attend, speak and vote at the AGM in person, subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic. A member may appoint more than one proxy to attend and vote at the AGM (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 provided each proxy is appointed to exercise rights attached to different shares held by that member. Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the Form of Proxy. Holders of CREST Depository Interests ("CDIs") ("CDI Holders") and/or investors who hold their interests in ordinary shares through a participant account in the Euroclear Bank SA/NV ("Euroclear Bank") system (the "EB System") ("EB Participants") wishing to attend, speak or ask questions at the AGM must arrange to have themselves appointed as their own proxy as explained in notes 9 and 10 respectively below.
7. As a shareholder, you have several ways to exercise your right to vote, depending on the manner in which you hold your ordinary shares:
 - (a) in the case of shareholders who are registered members and hold ordinary shares in certificated (i.e. paper) form:
 - (i) by attending the AGM in person (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic); or
 - (ii) by appointing (either electronically or by returning a completed Form of Proxy) the Chair of the Board of Directors of the Company (the "Board") or any other person appointed by the Board or another person as a proxy to attend the AGM and vote on your behalf (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic); or
 - (b) in the case of CDI Holders:
 - (i) by sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("Broadridge"), a third party service provider; or
 - (ii) by appointing a proxy via the Broadridge Global Proxy Voting Service to attend and vote at the meeting (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic); and

(c) in the case of EB Participants:

- (i) by sending electronic voting instructions to Euroclear Bank via SWIFT or to EasyWay Corporate Actions; or
- (ii) by sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("Euroclear Nominees") or the Chair of the meeting) to attend and vote at the meeting (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic).

Persons who hold their interests in ordinary shares of the Company as Belgian law rights through the EB System or as CDIs through CREST should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

8. Shareholders who are registered members and hold ordinary shares in certificated (i.e. paper) form and who wish to appoint a proxy should complete the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's Registrar, Link Registrars Limited, either to P.O. Box 1110, Maynooth, Co. Kildare, Ireland (if delivered by post) or to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland (if delivered by hand during normal business hours), or to the Company at its registered office, by no later than 11.00 am on Tuesday, 27 April 2021 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting). If you wish to appoint a proxy other than the Chair of the meeting or any other person appointed by the Board, please insert his/her name in the space provided on your Form of Proxy and delete "the Chair of the Board of Directors of the Company (the "Board") or any other person appointed by the Board" on your Form of Proxy and initial the changes to your Form of Proxy. Please indicate how you wish your proxy to vote by placing an "X" in the relevant boxes on the Form of Proxy. If no specific instructions are given, the proxy will vote or withhold your vote at his/her discretion. The Vote Withheld option is provided to enable you to abstain on any particular resolution. It should be noted, however, that it is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution. Unless otherwise directed and in respect of any other resolutions moved during the AGM, the proxy will vote as he/she thinks fit or abstain from voting. Alternatively, a member may appoint a proxy or proxies electronically by logging on to the website of the Registrar, Link Registrars Limited at www.fluttershares.com. Members will be asked to enter the Investor Code ("IVC") as printed on their Form of Proxy and agree to certain conditions. Further instructions on how to appoint a proxy are set out on the Form of Proxy.

9. In respect of CDI Holders, Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system ("CREST"), has arranged for voting instructions relating to CDIs held in CREST to be received via Broadridge. Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage of the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants (see the section CREST International Service – Proxy Voting).

If you are a CDI Holder, you will be required to use the EUI proxy voting service facilitated by the Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set-up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete a Meetings and Voting Client Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.

Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend and vote at the meeting (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic) the number of ordinary shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions through Broadridge.

Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out below and is expected to be at least two business days prior to the Company's proxy appointment deadline of 11.00 am on Tuesday, 27 April 2021. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

CDI Holders are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures, and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

Notes to the Notice of Annual General Meeting of Flutter Entertainment plc continued

10. EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" and available on the Euroclear Bank website (www.euroclear.com). EB Participants can either send:

- (a) electronic voting instructions to instruct Euroclear Nominees to either itself, or by appointing the Chair of the AGM as a proxy:
 - (i) vote in favour of all or a specific resolution(s);
 - (ii) vote against all or a specific resolution(s);
 - (iii) abstain in respect of all or a specific resolution(s); or
 - (iv) give a discretionary vote to the Chair for all or a specific resolution(s); or

- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the AGM), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic) the number of ordinary shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address, nationality code). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.

Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one hour prior to the Company's proxy appointment deadline which, in the case of the AGM, would be a deadline of 10.00 am on Tuesday 27 April 2021. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

EB Participants are strongly encouraged to familiarise themselves with the new arrangements in the Euroclear System, including the new voting deadlines and procedures.

11. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.

12. If you appoint someone other than the Chair of the meeting to be your proxy, that person may not be able to attend the meeting if the prevailing COVID-19 measures require the Company to conduct the AGM as a closed meeting.

13. All proxy voting instructions (whether submitted directly by way of a completed Form of Proxy in the case of holders of ordinary shares in certificated (i.e. paper) form or through the Euroclear System (in the case of EB Participants) or CREST (in the case of CDI Holders)) must be received by the Company's Registrar by no later than 11.00 am on Tuesday, 27 April 2021 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting). Persons holding interests in ordinary shares through the Euroclear System or CREST (via a holding in CDIs) will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

14. Pursuant to Section 1087G of the Companies Act 2014, the Company specifies that only those shareholders on the register of members as at the close of business on Sunday, 25 April 2021, will be entitled to attend, speak, ask questions and vote at the AGM in respect of the number of shares registered in their names at that time (or in the case of any adjournment as at the close of business on the day which is four days before the date of the adjourned AGM). Changes to entries on the register of members after the relevant above-mentioned deadline will be disregarded in determining the right of any person to attend and/or vote at the AGM.

15. An individual or group of shareholders holding at least 3% of the issued share capital of the Company, has the right to put an item on the agenda of the AGM. In order to exercise this right, written details of the item proposed for inclusion, a written explanation of the reason for its inclusion and evidence of shareholding must have been received by the Company Secretary at the Company's registered office, or by email to cossec@flutter.com, by no later than 17 March 2021, being 42 days before the AGM. An item cannot be included on the AGM agenda unless it is accompanied by the written explanation and received at either of these addresses by that deadline.

16. An individual or group of shareholders holding at least 3% of the issued share capital of the Company, has the right to table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provision in company law. In order to exercise this right, the text of the draft resolution and evidence of shareholding must have been received by post by the Company Secretary at the Company's registered office, or by email to cosec@flutter.com, by no later than 17 March 2021, being 42 days before the AGM. A resolution cannot be included on the AGM agenda unless it was received at either of these addresses by this deadline. Furthermore, shareholders are reminded that there are provisions in company law which impose other conditions on the right of shareholders to propose resolutions at a general meeting of a company.
17. Pursuant to Section 1107 of the Companies Act 2014, shareholders have a right to ask questions related to items on the AGM agenda and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if (a) an answer has already been given on the Company's website in the form of a "Q&A"; or (b) it would interfere unduly with preparation for the meeting or the confidentiality or business interests of the Company; or (c) it appears to the Chair of the AGM that it is undesirable in the interests of good order of the meeting that the question be answered.
18. A copy of this Notice of AGM, the Annual Report 2020 and copies of any other documentation relating to the AGM, including the Form of Proxy, are available on the Company's website at www.flutter.com. To access these documents, select "Shareholder Centre" in the Investors section of the website, then "AGM/EGM" in the drop-down menu.
19. In light of the ongoing impact of the COVID-19 pandemic and related public health guidance, and as set out in the flyer enclosed with this Notice of AGM, we strongly encourage shareholders to submit a proxy voting instruction to ensure they can vote and be represented at the AGM. If you have not received a Form of Proxy, or should you wish to be sent copies of the documents relating to the AGM, you may request this by telephoning the Company's Registrar on +353 1 553 0050, emailing cosec@flutter.com or by writing to the Company Secretary at the Company's registered office.
20. We are closely monitoring the situation and the measures advised by the Government of Ireland and the Department of Health in relation to the ongoing COVID-19 pandemic and will endeavour to take all recommended actions into account in the conduct of the AGM. There will likely be limited ability to attend the AGM in person.
21. Certain items will not be permitted in the AGM. These include cameras, recording equipment, items of any nature with the potential to cause disorder and such other items as the Chair of the AGM may specify. The Company reserves the right to confiscate these items for the duration of the AGM if they are used to record or otherwise disrupt the AGM.
22. The date of publication of the Notice of the AGM, and all notices thereafter, on the Flutter website, www.flutter.com, will be deemed to be the publication date for the purposes of the 2018 UK Corporate Governance Code.

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