

# NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES



## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action to take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser. If you have sold or otherwise transferred all of your shares in Betfair Group plc, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was affected, for transmission to the purchaser or transferee.

### **Betfair Group plc**

Waterfront  
Hammersmith Embankment  
Winslow Road  
London W6 9HP  
United Kingdom

Annual General Meeting – Thursday, 5 September 2013 at 11am

Dear Shareholder

### **Annual General Meeting (AGM)**

We are pleased to inform you that the AGM of Betfair Group plc (the Company) will be held at 11am on Thursday, 5 September 2013 at the Company's registered office: Waterfront, Hammersmith Embankment, Winslow Road, London W6 9HP, United Kingdom.

The formal notice of the AGM, which contains details of the business to be transacted, is set out on pages 2 and 3.

The AGM is an important day in our calendar and it is the Board's opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions.

### **Voting**

At the meeting itself, voting on all the proposed resolutions will be conducted on a poll rather than a show of hands, in line with recommended best practice. Voting by poll is more transparent and equitable because it includes the votes of all shareholders who have cast their vote by proxy, rather than just the votes of shareholders who attend the AGM. Shareholders of the Company will be asked to consider and, if thought fit, approve resolutions in respect of the matters set out on pages 2 and 3. The results will be published on our website [corporate.betfair.com](http://corporate.betfair.com) together with a resume of the meeting, and they will also be released to the London Stock Exchange.

In 2012, all of the AGM resolutions were passed at the AGM with votes ranging from 70.5% to 100% in favour.

### **Website**

Our corporate website [corporate.betfair.com](http://corporate.betfair.com) provides much information about the Company including:

- A copy of our full Annual Report
- All the latest Betfair news and regulatory announcements

### **Explanatory notes**

An explanation of each of the resolutions is set out on pages 4 and 5.

### **Admission on the day**

If possible, please would you arrive by 10.45am to allow sufficient time for registration and security clearance. Please bring your attendance document with you. This will be either the tear off portion of your proxy form or, for those registered for electronic communications, an attendance slip can be requested online (or alternatively a copy of the email you will have received will suffice).

### **Action to be taken**

A proxy form for use by shareholders in connection with the AGM will be posted to all shareholders who appeared on the register of members at the close of business on 10 July 2013, being the last practicable date prior to publication of the proxy form.

Electronic Proxy Appointment (EPA) is available for the AGM. EPA enables shareholders to lodge their proxy appointment by electronic means via a website provided by the Company's registrar, Computershare plc (the Registrar) at [www.eproxyappointment.com](http://www.eproxyappointment.com).

CREST members may use the CREST electronic proxy appointment service to submit their proxy appointment in respect of the AGM. Our CREST Issuer Agent ID is 3RA50.

Further information regarding the appointment of proxies and voting is set out on pages 7 and 8.

**Please note that all proxy votes and appointments, whether postal or electronic, must be received by the Registrar no later than 11am on Tuesday, 3 September 2013.**

### **Recommendation**

The Board believes that the adoption of Resolutions 1 to 18 will promote the success of the Company and is in the best interests of the Company and its shareholders as a whole. The Board unanimously recommends that all shareholders should vote in favour of all the resolutions to be proposed at the AGM, each of which is set out in the notice of meeting. Each of the Directors intends to vote in favour of all resolutions in respect of their own beneficial holdings.

Yours sincerely

**Martin Cruddace**  
Company Secretary  
For and on behalf of  
Betfair Group plc  
10 July 2013

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (AGM) of Betfair Group plc (the Company) will be held at 11am on Thursday, 5 September 2013 at 2nd Floor, Waterfront, Hammersmith Embankment, Winslow Road, London W6 9HP, United Kingdom for the purpose of considering and if thought fit passing the resolutions set out in this notice.

Resolutions 1 to 14 (inclusive) and resolution 17 will be proposed as ordinary resolutions. Resolutions 15, 16 and 18 will be proposed as special resolutions.

- 1 To receive the financial statements and the reports of the directors and the Auditors for the financial year ended 30 April 2013.
- 2 To approve the Directors' Report on Remuneration.
- 3 To declare a final dividend of 9.0 pence per ordinary share.

## **In respect of the following directors who were appointed by the Board since the last AGM:**

- 4 To elect Alexander Gersh as a director of the Company.
- 5 To elect Peter Jackson as a director of the Company.

## **In respect of the following directors who are seeking annual election in accordance with the UK Corporate Governance Code:**

- 6 To re-elect Gerald Corbett as a director of the Company.
- 7 To re-elect Breon Corcoran as a director of the Company.
- 8 To re-elect Ian Dyson as a director of the Company.
- 9 To re-elect Josh Hannah as a director of the Company.
- 10 To re-elect Fru Hazlitt as a director of the Company.
- 11 To re-elect Mike McTighe as a director of the Company.
- 12 To resolve that KPMG Audit plc be, and are hereby re-appointed, as auditors of the Company to serve from the conclusion of this AGM to the conclusion of the AGM of the Company to be held in 2014.
- 13 To resolve that the directors determine the remuneration of the auditors.

## **Directors' authority to allot shares**

- 14 (a) To resolve that the directors be hereby authorised generally and unconditionally in accordance with section 551 of the Companies Act 2006 (the 2006 Act) to:
  - (i) allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
    - (a) up to an aggregate nominal amount of £34,827.75; and
    - (b) comprising equity securities (as defined in the 2006 Act) up to an aggregate nominal amount of £69,665.96 (including within such limit any shares issued or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue:
      - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

- (ii) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities;

and so that the Board may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; for a period expiring (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next AGM of the Company after the date on which this resolution is passed or, if earlier, at the close of business on the day which is 15 months after the date on which this resolution is passed; and

- (ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Board may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.

- (b) That, subject to paragraph (c), all existing authorities given to the Board pursuant to section 551 of the 2006 Act be revoked by this Resolution.

- (c) That paragraph (b) shall be without prejudice to the continuing authority of the Board to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

## **Disapplication of pre-emption rights**

- 15 To resolve as a special resolution that, subject to the passing of resolution 14 above and instead of all existing powers, the directors be generally empowered pursuant to section 570 and section 573 of the 2006 Act to allot equity securities (as defined in the 2006 Act) for cash pursuant to the authority conferred by resolution 14 as if section 561(1) of the 2006 Act did not apply to the allotment. This power:
  - (a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next AGM of the Company after the date on which this resolution is passed or if earlier, at the close of business on the day which is 15 months after the date on which the resolution is passed but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Board may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
  - (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 14(i)(b), by way of a rights issue only):
    - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to holders of other equity securities, as required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the director may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (c) in the case of the authority granted under resolution 14(a)(i) (a), shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) above up to an aggregate nominal amount of £5,224.68.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the 2006 Act as if in the first paragraph of this Resolution the words 'pursuant to the authority conferred by resolution 14' were omitted.

#### **Company's authority to purchase its own shares**

- 16 To resolve as a special resolution that the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of its ordinary shares, subject to the following conditions:
- (a) the maximum number of ordinary shares authorised to be purchased is 10,449,371;
  - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 0.1 pence; and
  - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List 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 as derived from the London Stock Exchange Trading System;
  - (d) this authority shall expire at the close of the AGM of the Company held in 2014 or 18 months from the date of this resolution (whichever is earlier); and
  - (e) a contract to purchase shares under this authority may be made before the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

#### **Political donations**

- 17 To resolve that in accordance with section 366 of the 2006 Act the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates be and are hereby authorised to:
- (a) make donations to political parties and independent election candidates not exceeding £50,000 in total;
  - (b) make donations to political organisations other than political parties not exceeding £50,000 in total; and
  - (c) incur political expenditure not exceeding £50,000 in total, during the period commencing on the date of this resolution and ending on the date of the Company's next annual general meeting, provided that the aggregate amount of any such donations and expenditure made by the Company or by any such subsidiary shall not exceed £50,000.

For the purposes of this Resolution, the terms 'political donations', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363–365 of the 2006 Act.

#### **Calling of general meetings on 14 days notice**

- 18 To resolve as a special resolution that any general meeting of the Company (other than an AGM) may be called on not less than 14 clear days' notice.

By order of the Board

**Martin Cruddace**  
Company Secretary  
10 July 2013

Registered Office:  
Waterfront  
Hammersmith Embankment  
Winslow Road  
London W6 9HP  
United Kingdom

Registered in England and Wales

Registered number: 6489716

## EXPLANATORY NOTES

### **Additional information about the proposed resolutions**

This section contains an explanation of each of the resolutions to be put to the AGM. Resolutions 1–14 (inclusive) and 17 are ordinary resolutions requiring the approval of a simple majority of shareholders present and voting at the AGM. Resolutions 15, 16 and 18 are special resolutions requiring the approval of 75% of shareholders present and voting at the AGM.

### **Resolution 1 – To receive the Annual Report and Accounts**

Shareholders are invited to receive the audited accounts for the financial year ended 30 April 2013 and the reports of the directors and the Auditors which are contained in the 2013 Annual Report.

### **Resolution 2 – Approval of the Directors' Remuneration Report**

The Directors' Remuneration Report (the Remuneration Report) is set out on pages 48 to 56 of the audited Annual Report. It has been prepared in accordance with the Directors' Remuneration Report Regulations 2002 (the 'Remuneration Report Regulations') and sets out the pay and benefits received by each of the Directors for the year ended 30 April 2013.

Shareholders must, under sections 439 and 440 of the 2006 Act and the Remuneration Report Regulations, be given the opportunity to approve the Remuneration Report. While the vote is advisory, it will be taken into account when considering the future operation and development of the Company's remuneration policy.

### **Resolution 3 – Final dividend**

The Board proposes a final dividend of 9.0 pence per share for the year ended 30 April 2013. If approved, the recommended final dividend will be paid on 2 October 2013 to all shareholders who are on the register of members on 6 September 2013.

### **Resolutions 4 to 11 – Re-election/election of directors**

In accordance with the Company's Articles of Association and the UK Corporate Governance Code ('the Code'), all directors of FTSE 350 companies should be subject to annual re-election by shareholders. Biographies of the Board can be found on page 6 of this notice. The Chairman confirms that in respect of all directors offering themselves for re-election at the AGM that, their performance continues to be effective and they demonstrate commitment to the role.

The Board recommends the re-election of the Directors' as set out in resolutions 6–11.

The Company's Nomination Committee met three times during the year ended 30 April 2013 to consider succession planning and recommend the appointment of Alex Gersh as Chief Financial Officer and Peter Jackson as a Non-Executive Director. The Chairman, Gerald Corbett, guided the Nomination Committee through the recruitment process during the year. Further details of the activities of the Nomination Committee can be found on page 41 of the 2013 Annual Report.

The Board recommends the election of Alex Gersh and Peter Jackson to the Board set out in resolutions 4–5.

In respect of an independent evaluation of the Board, following various changes in the composition of the Board since 2012, including the appointment of a new Chairman and CEO and to allow sufficient time for adjustment due to the changes, a formal assessment of the Board and its performance will be carried out (with an external assessor) during 2013-2014. Further, the Chairman's performance assessment will be led by the Senior Independent Director.

### **Resolutions 12 and 13 – Reappointment of auditors and auditor remuneration**

On the recommendation of the Audit Committee, the Board proposes that KPMG Audit plc be re-appointed as auditors to the Company to serve from the conclusion of this AGM to the conclusion of the AGM in 2014 and to authorise the Directors to determine their remuneration.

### **Resolution 14 – Authority to allot shares**

Resolution 14 is proposed as an ordinary resolution and seeks the approval of the shareholders, pursuant to the provisions of section 551 of the Companies Act 2006, to confer on the Board of Directors the authority to allot shares for a period ending at the close of the 2013 AGM. The Board's existing authority expires at the forthcoming AGM. If passed, the renewed authority would permit the allotment of relevant securities with an aggregate nominal amount of £34,827.75, comprising 34,827,755 ordinary shares of 0.1 pence each, representing 33.33% of the issued share capital of the Company, save in connection with an offer by way of a rights issue in which case the authority would permit the allotment of ordinary shares with an aggregate nominal amount of £69,665.96, comprising 69,665,960 ordinary shares of 0.1 pence each, representing 66.67% of the issued share capital of the Company. The Board has no current intention to exercise this authority and intends to comply with the guidance issued by the Association of British Insurers. However, if the Board does exercise this authority, the Board intends to follow emerging best practice as regards to its use (including as regards the directors standing for re-election in certain cases).

As at the date of this notice, no shares are held by the Company in treasury.

### **Resolution 15 – Disapplication of pre-emption rights**

Resolution 15, which will be proposed as a special resolution, seeks the approval of the shareholders, pursuant to the provisions of section 570 of the Companies Act 2006, to waive the statutory pre-emption rights applicable to the allotment of equity securities for cash. Accordingly, this resolution proposes to confer on the Board the authority to issue ordinary shares for cash either (i) by way of a rights issue or other pre-emptive issue or (ii) other than by way of a pre-emptive issue, in the latter case limited to a total of 5,224,685 ordinary shares of 0.1 pence each, representing 5% of the issued share capital of the Company. The Board's existing authority expires at the forthcoming AGM. The Board has no current intention to exercise this authority and the Board does not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non-pre-emptive basis in any rolling three year period without prior consultation with shareholders and the Investment Committees of the Association of British Insurers and the National Association of Pension Funds. Resolution 15 is conditional on Resolution 14 being passed.

### **Resolution 16 – Authority to purchase own shares**

Resolution 16, which will be proposed as a special resolution, seeks authority for the Company to purchase up to 10% of its ordinary shares at, or between, the minimum and maximum prices specified in this resolution. This power would be used only after careful consideration by the Directors, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Directors would exercise the authority to purchase ordinary shares only if they considered it to be in the best interest of shareholders as a whole and if the purchase could be reasonably expected to result in an increase in earning per share.

Under the 2006 Act, the Company is allowed to hold its own shares in treasury following buyback, instead of cancelling them as previously required. Such shares may be resold for cash or used to satisfy share options and share awards under the Company's share incentive schemes but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. If the Board exercises the authority conferred by Resolution 16, the Company will have the option of holding repurchased shares in treasury. As at 10 July 2013 (being the last practicable date prior to publication of this notice), no shares were held in treasury.

At 10 July 2013, options were outstanding to subscribe for 5,414,764 ordinary shares, representing 5.18% of the issued shares capital at that date. If the full authority to purchase such shares (existing and sought) was exercised, they would represent 15.18% of the Company's issued share capital.

The authority sought at the AGM will expire at the conclusion of the next AGM.

### **Resolution 17 – Political donations**

The 2006 Act requires companies to obtain shareholder consent before they can make donations to a political party, other political organisation or an independent election candidate, or incur any political expenditure.

**It is not proposed or intended to alter the Company's policy of not making political donations, within the normal meaning of that expression.**

However, it may be that some of the Company's activities may fall within the potentially wide definition of a political donation in the 2006 Act and, without the necessary authorisation, the Company's ability to communicate its views effectively to political audiences and to relevant interest groups could be inhibited. Such activities may include briefings at receptions or conferences – when the Company seeks to communicate its views on issues vital to its business interests – including, for example, conferences of a party political nature or of special interest groups.

Accordingly, the Company believes that the authority contained in this resolution, which will be proposed as an ordinary resolution, is necessary to allow it and its subsidiaries to fund activities which are in the interests of shareholders and which the Company should support. Such authority will enable the Company and its subsidiaries to be sure that they do not, because of any uncertainty as to the bodies or the activities covered by the 2006 Act, unintentionally commit a technical breach of the 2006 Act. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's Annual Report. Details of political expenditure by the Company and its subsidiaries during the past year are set out on page 33 in the 2013 Annual Report.

### **Resolution 18 – Notice period for general meetings**

Resolution 18, which will be proposed as a special resolution, seeks the approval of the shareholders to reduce to 14 clear days the notice period required for a general meeting. Changes made to the 2006 Act by the Companies (Shareholders' Rights) Regulations 2009 (the Shareholders' Rights Regulations) increase the notice period required for general meetings (other than annual general meetings) to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual General Meetings will continue to be held on at least 21 clear days' notice. It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of the shareholders as a whole. The Company undertakes to meet the requirements for electronic voting under the Shareholders' Rights Regulations before calling a general meeting on 14 clear days' notice. If given, the approval will be effective until the Company's next AGM, at which point it is intended that a similar resolution will be proposed.

## DIRECTORS BIOGRAPHIES

### **Gerald Corbett** **Non-Executive Chairman**

Gerald Corbett is the Company's Chairman, a position he assumed in March 2012 having joined the Betfair Group as Deputy Chairman on 3 January 2012.

**External appointments:** Chairman of Britvic plc, Moneysupermarket.com Group plc and Towry Holdings Limited. He is also a Non-Executive Director of the investment and stockbroking business, Numis Corporation Plc.

**Previous experience:** Over a long business career, Gerald has been a director of 12 public companies, five of which he has chaired. His most recent role was as Chairman of SSL International plc between 2005–2010. His executive career included Group Finance Director roles with Redland plc and Grand Metropolitan plc, and he was Chief Executive of Railtrack between 1997–2000.

### **Breon Corcoran** **Chief Executive Officer**

Breon Corcoran is the Company's Chief Executive Officer, a position he assumed on 1 August 2012 (and he has no external appointments).

**Previous experience:** Chief Operating Officer of Paddy Power plc and previously Managing Director, Non Retail and Development and also Commercial Director. Before joining Paddy Power, Breon was a Vice President with J P Morgan having started his career with Bankers Trust. Breon has an MBA (INSEAD) and is a graduate of Trinity College, Dublin.

### **Alex Gersh** **Chief Financial Officer**

Alexander Gersh is the Company's Chief Financial Officer, a position he assumed on 3 December 2012.

**Previous experience:** Chief Financial Officer of NDS Group, Chief Financial Officer of Flag Telecom and Chief Financial Officer of BT Cellnet. His early career was spent with Ernst & Young where he qualified as a Certified Public Accountant.

### **Mike McTighe** **Senior Independent Director**

**External appointments:** Board member of Ofcom (the UK's regulator of the broadcasting, telecommunications and wireless communication sectors) where he is Chairman of the Audit Committee and a member of the Remuneration and Nomination Committees. He is Chairman of Volex plc and WYG plc. He is also a director of Nujira Ltd, Traitrealm Limited, Cheshire Mortgage Corporation Limited, Arran Isle Limited, Jerrold Limited and Gortmullan Holdings Limited.

**Previous experience:** Mike's executive career included being Chairman and CEO of Carrier 1 International SA and Executive Director of Cable & Wireless plc. During the recent past he has been a member of the Audit Committees of Alliance & Leicester plc and London Metals Exchange Holdings Limited. Mike has been a Director of Betfair since 17 October 2008.

### **Fru Hazlitt** **Independent Non-Executive Director**

**External appointments:** Managing Director of Commercial and Online at ITV plc and Director of the Advertising Association.

**Previous experience:** CEO of GCAP Media Plc, Chief Executive of Virgin Radio and a Managing Director of Yahoo UK and Ireland. Fru has been a Director of Betfair since 23 March 2005.

### **Ian Dyson** **Independent Non-Executive Director**

**External appointments:** Non-Executive Director of Punch Taverns plc.

**Previous experience:** CEO of Punch Taverns plc, Group Finance & Operations Director at Marks and Spencer Group plc and Finance Director of The Rank Group plc. Prior to this he was Group Financial Controller of Hilton Group plc. He joined Hilton from Le Meridien, a division of Forte plc, where he had been Finance Director. His early career was spent with Arthur Andersen, where he qualified as a Chartered Accountant in 1986 and was promoted to be a Partner of the firm in 1994. Ian was a Non-Executive Director of Misys plc until September 2005. Ian has been a Director of Betfair since 1 February 2010.

### **Josh Hannah** **Non-Executive Director**

**External appointments:** General Partner of Matrix Partners and a Director of JustFabulous, Huddler, Huddle, Taulia Inc, Klip, Inflection and Koding.

**Previous experience:** Josh Hannah was Chief Executive and co-founder of Flutter.com which merged with the Betfair Group in 2002. He has been a Director of Betfair since 21 February 2002.

### **Peter Jackson** **Independent Non-Executive Director**

**External appointments:** Chief Executive of Travelex Limited.

**Previous experience:** Managing Director, Consumer Banking at Lloyds Banking Group plc. Before that he held a number of roles at HBOS plc in retail. Peter started his career with McKinsey & Company. He holds an MEng from the University of Cambridge. He has been a Director of Betfair since 24 April 2013.

# NOTES

## Availability of information

- 1 Information regarding the AGM including the information required by section 311A of the 2006 Act, is available from the Company's corporate website [corporate.betfair.com](http://corporate.betfair.com).

## Proxies

- 2 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. Appointment of a proxy, other such instrument or CREST proxy instruction does not preclude you from attending the meeting and voting in person. The completion of a proxy form will not preclude a member from attending the meeting and voting in person. The notification of termination of a proxy appointment should be in writing.
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box the Chairman of the meeting will be deemed to be your proxy. Where you appoint someone other than the Chairman as your proxy, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the proxy form, alternatively you may wish to contact the Registrar at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or call the Shareholder helpline on 0870 707 4010.
- 5 To direct your proxy how to vote on the resolution mark the appropriate box on your proxy form with an 'X'. To abstain from voting on the resolution, select the relevant 'Vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 6 In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.
- 7 Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
- 8 **To appoint a proxy using a hard copy proxy form, your proxy form must be:**
  - (a) **completed and signed;**
  - (b) **sent to the Registrar at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and**
  - (c) **received by the Registrar Computershare no later than 11am on 3 September 2013.**

- 9 As an alternative to completing your hard copy proxy form, you can appoint a proxy electronically at [www.eproxyappointment.com](http://www.eproxyappointment.com).

### **For an electronic proxy appointment to be valid, your appointment must be received by no later than 11am on 3 September 2013.**

- 10 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 11 You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.
- 12 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held at 11am on 5 September 2013 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST messages must bear the ID number 3RA50. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to the CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications and must contain the information required for such instructions, as described in the CREST Manual.

### **The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Computershare Registrars by 11am on 3 September 2013.**

For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Computershare Registrars is able to retrieve the message by enquiry to CREST in the manner presented by CREST. After such time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or Voting Service Provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in accordance with the provisions of the Uncertificated Securities Regulations 2001.

### **Nominated persons**

- 13 (a) Any person to whom this notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- (b) The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2–11 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

### **Service of documents prohibition**

- 14 Please note that unless otherwise specified, the telephone numbers, website and email addresses provided in this notice or any related documents (including the proxy form) are not to be used for the purpose of serving information or documents on the Company, including the service of documents or information relating to proceedings at the Company's AGM.

### **Total voting rights**

- 15 As at 10 July 2013 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 104,493,716 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 10 July 2013 are 104,493,716 ordinary shares.

### **Membership date**

- 16 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, members shall only be entitled to attend and vote at the meeting in respect of the number of shares registered in their name on the Register of Members of the Company as at 6pm on 3 September 2013 or in the case of an adjournment of the meeting 6pm on the day which is two working days before the day of such adjourned meeting. Changes to entries on the Register of Members after 6pm on the relevant date shall be disregarded in determining the rights of any person to attend or vote at the meeting.

### **Members questions**

- 17 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### **Poll voting**

- 18 Voting on all resolutions will be conducted by way of a poll rather than on a show of hands. This is a more transparent method of voting as members' votes are to be counted according to the number of shares held. The results will be released to the London Stock Exchange and published on the Company's corporate website [corporate.betfair.com](http://corporate.betfair.com).

Poll cards will be issued upon registration to those attending the meeting.

### **Corporate representatives**

- 19 Any corporation which is a member can appoint one or more corporate representatives who may exercise the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.

### **Publication of audit concerns**

- 20 Under section 527 of the 2006 Act shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to:
- (a) the audit of the Company's financial statements and reports (including the auditor report and the conduct of the audit) that are to be received by the shareholders at the AGM; or
  - (b) any circumstance connected with an auditor of the Company ceasing to hold office since the last AGM.

The Company may not require the shareholders requesting any website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM will include any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.

### **Shareholder rights regulations**

- 21 Under section 338 and section 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 22 July 2013, being the date 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

### **Documents on display**

- 22 Copies of contracts of service and letters of appointment and the Company's current Memorandum and Articles of Association will be available at the registered office of the Company during normal business hours and at the AGM from at least 15 minutes prior to the meeting until its conclusion.

### **Betfair Group plc**

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