



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached

Blank lined area for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ See attached

Blank lined area for answering question 18.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached

Blank lined area for providing other information.

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  Date ▶ May 16/20

Print your name ▶ Divyesh Gadhia Title ▶ President

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

The Stars Group Inc.  
Attachment to Form 8937 dated May 16, 2020  
Report of Organizational Actions Affecting Basis of Securities

**Information for Certain Shareholders**

**THE INFORMATION CONTAINED HEREIN DOES NOT CONSTITUTE TAX ADVICE AND DOES NOT PURPORT TO BE COMPLETE OR TO DESCRIBE THE CONSEQUENCES THAT MAY APPLY TO PARTICULAR CATEGORIES OF SHAREHOLDERS. SHAREHOLDERS SHOULD NOTE THAT NO RULING HAS BEEN (OR WILL BE) SOUGHT FROM THE U.S. INTERNAL REVENUE SERVICE WITH RESPECT TO THE ORGANIZATIONAL ACTION REPORTED HEREIN AND THE U.S. INTERNAL REVENUE SERVICE IS NOT BOUND BY THE INFORMATION SET FORTH HEREIN. THE EXAMPLE BELOW IS PROVIDED SOLELY FOR PURPOSES OF ILLUSTRATING THE EXPECTED QUANTITATIVE EFFECTS ON BASIS TO SHAREHOLDERS WHEN MAKING THEIR OWN DETERMINATIONS. SHAREHOLDERS ARE URGED TO CONSULT WITH THEIR OWN TAX ADVISORS AS TO THE SPECIFIC U.S. FEDERAL, STATE AND LOCAL, AND NON-U.S. TAX CONSEQUENCES OF THE ORGANIZATIONAL ACTION REPORTED HEREIN IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES AND THE EFFECT OF POSSIBLE CHANGES IN LAW THAT MIGHT AFFECT THE TAX CONSEQUENCES DESCRIBED ON THIS FORM AND ITS STATEMENTS.**

Internal Revenue Service (“**IRS**”) Form 8937 (Report of Organizational Actions Affecting Basis of Securities) is being made available by The Stars Group Inc. (“**TSG**”) pursuant to Section 6045B(a) of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), which requires certain issuers of securities to report certain organizational actions that affect the U.S. tax basis of those securities in the hands of shareholders who are U.S. persons and the quantitative effect on the basis of such securities of such organizational actions. The purpose of this disclosure is to assist former shareholders of TSG’s common shares at the time of the Share Exchange (as defined below) (“**TSG Shareholders**”) in determining the impact of the organizational action discussed herein on the tax basis of their TSG common shares and the tax basis of ordinary shares of Flutter Entertainment plc (“**Flutter**”) received in the Share Exchange.

The IRS Form 8937 and this attachment are available for download on Flutter’s website and will be available under <https://www.flutter.com/investors>.

You are urged to read TSG’s Proxy Statement dated March 26, 2020 related to the Share Exchange. You may access the Proxy Statement under TSG’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**Part II Line 14.** *Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.*

On 5 May 2020, pursuant to a court-approved plan of arrangement under the Business Corporations Act (Ontario), all of the issued and outstanding common shares of TSG (the “**TSG Shares**”) were transferred to Flutter solely in exchange for newly issued ordinary shares of Flutter (the “**New Flutter Shares**”), with 0.2253 New Flutter Shares being issued in exchange for each TSG Share transferred to Flutter (the “**Share Exchange**”). No fractional shares of New Flutter Shares were issued, but rather, each TSG Shareholder who was otherwise entitled to a fractional share, received cash in lieu of fractional shares. The cash paid in lieu of fractional shares was determined by reference to prevailing market prices of New Flutter Shares following the effective date of the Share Exchange. Information regarding the New Flutter Shares is provided below:

Issuer:	Flutter Entertainment plc
ISIN Number:	IE00BWT6H894
Ticker Symbol:	FLTR

**Part II Line 15.** *Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.*

To the extent required to be reported by TSG for U.S. federal income tax purposes, TSG and Flutter each intend that the Share Exchange will qualify as a tax-free reorganization under Section 368(a)(1)(B) of the Code. Assuming the Share Exchange is treated in the manner described in the preceding sentence then, except to the extent gain is required to be recognized under Section 367(a) of the Code, a TSG Shareholder receiving New Flutter Shares in consideration of the transfer of its TSG Shares to Flutter in the Share Exchange, should have an aggregate tax basis in the New Flutter Shares received equal to its aggregate adjusted tax basis in the transferred TSG Shares in respect of which such New Flutter Shares were received. Gain is not expected to be recognized on the Share Exchange. However, a United States person (as defined under Section 7701(a)(30) of the Code) that is considered to own (actually or constructively) at least 5% of Flutter’s total issued and outstanding ordinary shares (by vote or value) immediately after the Share Exchange generally will be required to recognize gain (but not loss) on the Share Exchange unless such United States person enters into a gain recognition agreement with the IRS. Any TSG Shareholder required to recognize gain will take a tax basis in their New Flutter Shares equal to their fair market value on the date of receipt.

**Part II Line 16.** *Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.*

As described above with respect to Line 15, unless required to recognize gain on the Share Exchange under Section 367(a) of the Code, a TSG Shareholder that receives New Flutter Shares in consideration of the transfer of TSG Shares to Flutter in the Share Exchange, should have an aggregate tax basis in the New Flutter Shares received in the Share Exchange equal to the aggregate adjusted tax basis of such TSG Shareholder immediately prior to the Share Exchange in its TSG Shares transferred to Flutter in the Share Exchange. A TSG Shareholder that acquired TSG Shares

at different times or different prices generally will be required to calculate a separate aggregate tax basis for each block of TSG Shares and to determine their tax basis in the New Flutter Shares received in respect of such block of TSG Shares separately.

Any holder of TSG Shares required to recognize gain under Section 367(a) of the Code will take a tax basis in its New Flutter Shares equal to their fair market value on the date of receipt. There is no definitive IRS guidance as to how such New Flutter Shares should be valued. One reasonable method would be to value New Flutter Shares at their average trading price on the date of the Share Exchange, however other reasonable methods are also available, and each United States person that is considered to own (actually or constructively) at least 5% of Flutter's total issued and outstanding ordinary shares (by vote or value) immediately after the Share Exchange should consult their own tax advisor regarding the valuation of the New Flutter Shares and as to the characterization of the Share Exchange.

**Part II Line 17.** *List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.*

Sections 354(a), 358(a), 367(a), 368(a)(1)(B), 1001(a), 1012(a).

**Part II Line 18.** *Can any resulting loss be recognized?*

As described above with respect to Line 15, assuming the Share Exchange qualifies as a tax-free reorganization under Section 368(a)(1)(B) of the Code, no loss may be recognized on the Share Exchange. However, any TSG Shareholder whose fractional entitlement to New Flutter Shares are sold on their behalf, generally will be required to recognize gain or loss for U.S. federal income tax purposes equal to the excess of the net proceeds received, if any, over their adjusted tax basis in TSG Shares transferred in the Share Exchange allocable to such fractional entitlement.

**Part II Line 19.** *Provide any other information necessary to implement the adjustment, such as the reportable tax year.*

The Share Exchange occurred on 5 May 2020 and accordingly, holders of TSG Shares should report any adjustment to the basis in their New Flutter Shares as occurring in the taxable year which includes that date.

TSG Shareholders are urged to consult their own tax advisors with respect to their own tax considerations arising from the Share Exchange in their particular circumstances.