

**The Instructions accompanying this Letter of Transmittal should be read carefully before this Letter of Transmittal is completed. You are strongly urged to read the accompanying management information circular before completing this Letter of Transmittal.**

**This Letter of Transmittal is for use only by registered shareholders of The Stars Group Inc. Shareholders whose common shares are registered in the name of a broker, investment dealer or other intermediary should contact that intermediary for assistance in depositing those common shares and should follow the instructions of such intermediary in order to deposit their common shares.**

**It is important that you validly complete, duly execute and return this Letter of Transmittal in a timely manner in accordance with the instructions contained herein. Computershare Investor Services Inc., the Depository, or your financial advisor can assist you in completing this Letter of Transmittal (see the back of this Letter of Transmittal for contact information for the Depository).**

## **LETTER OF TRANSMITTAL FOR COMMON SHARES OF THE STARS GROUP INC.**

This Letter of Transmittal is for use by registered holders of common shares (the “**Common Shares**”) of The Stars Group Inc. (“**Stars**”). This Letter of Transmittal, properly completed and duly executed, together with all other required documents, must accompany certificates, or the equivalent, for Common Shares deposited in connection with the proposed arrangement (the “**Arrangement**”) involving Stars and Flutter Entertainment plc (“**Flutter**”) that is being submitted for approval at the special meeting of securityholders of Stars that is scheduled to be held on April 24, 2020, or any adjournment or postponement thereof (the “**Stars Meeting**”) as described in the accompanying management information circular of Stars (the “**Circular**”).

Holders of Common Shares are encouraged to carefully review the Circular in its entirety and should consult their own advisors prior to submitting a Letter of Transmittal.

Pursuant to, and upon completion of, the Arrangement, Flutter will acquire all of the issued and outstanding Common Shares and each holder of Common Shares (“**Shareholder**”) (other than Flutter and holders who have validly exercised their Dissent Rights) at the Effective Time will be entitled to receive 0.2253 of an ordinary share in the capital of Flutter (each whole ordinary share, a “**Flutter Share**”) for each Common Share held (the “**Consideration**”) by such Shareholder. In order for a registered Shareholder to receive the Consideration to which such Shareholder is entitled, such Shareholder must deliver to Computershare Investor Services Inc. (the “**Depository**”), this Letter of Transmittal, properly completed and duly executed, the certificate(s), if any, representing their Common Shares and all other documents and instruments referred to in this Letter of Transmittal or reasonably requested by the Depository.

This Letter of Transmittal is for use by registered Shareholders only and is not to be used by non-registered, beneficial holders of Common Shares. A non-registered holder does not have Common Shares registered in its name; rather, such Common Shares are registered in the name of the broker, investment dealer or other intermediary through which it purchased the Common Shares or in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. (“**CDS**”) or The Depository Trust Company (“**DTC**”)) or its nominee of which the intermediary is a participant. **NON-REGISTERED SHAREHOLDERS SHOULD CONTACT THEIR BROKER, INVESTMENT DEALER OR OTHER INTERMEDIARY TO CONFIRM THAT THEIR BROKER, INVESTMENT DEALER OR OTHER INTERMEDIARY HAS MADE ARRANGEMENTS TO RECEIVE THE NUMBER OF FLUTTER SHARES REQUIRED TO SATISFY THE CONSIDERATION PAYABLE TO SUCH NON-REGISTERED SHAREHOLDER PURSUANT TO THE PLAN OF ARRANGEMENT INCLUDING, AS APPLICABLE, TO DEPOSIT FLUTTER SHARES INTO EUROCLEAR BANK VIA THE EUROCLEAR BANK COURIER AND SORTING SERVICE (“EUROCLEAR BANK ”). THE DEPOSITARY WILL NOT BE INVOLVED IN FACILITATING THIS PROCESS.** Where Common Shares are currently registered in the name of a nominee such as CDS or DTC, brokers, investment dealers and other intermediaries are advised that in order to have the Flutter Shares that the non-registered Shareholder is entitled to receive pursuant to the Plan of Arrangement deposited into EUROCLEAR BANK , such intermediary must make arrangements with a EUROCLEAR BANK participant to deposit such Flutter Shares into EUROCLEAR BANK in accordance with the procedures set forth in the EUROCLEAR BANK manual. As the

procedures for depositing Flutter Shares into EUROCLEAR BANK may vary between individual EUROCLEAR BANK participants, brokers, investment dealers and other intermediaries are encouraged to seek advice from their EUROCLEAR BANK participant with respect to the process to be followed. The Depository will not be involved in facilitating this process. **Failure to provide accurate information to the Depository or providing incomplete or inaccurate information will result in delays in the receipt of Flutter Shares by such non-registered Shareholders.**

In the event of any interruption, failure or breakdown of EUROCLEAR BANK or the facilities and/or systems operated by Link or in the event that improper or incomplete EUROCLEAR BANK details are provided, Flutter Shares issued in connection with the Arrangement will remain in certificated form.

**Applicable Irish Laws provide that trusts may not be recorded in Flutter's register of members as the registered holder of Flutter Shares. Accordingly, if you are a registered Shareholder that is a trust, you must provide registration instructions in your Letter of Transmittal designating a holder that is not a trust (e.g. the trustee of the trust) as the registered holder of the relevant Flutter Shares in order to receive the Flutter Shares to which you are entitled pursuant to the Arrangement.**

Registered holders of Common Shares who hold a direct registration system advice ("DRS Advice") representing their Common Shares must also complete this Letter of Transmittal however, such holders will not be required to surrender any previously issued DRS Advices in order to receive their Consideration.

In accordance with the Arrangement, no fractional Flutter Shares will be issued to any registered Shareholders. If any registered Shareholder is otherwise entitled to a fractional Flutter Share pursuant to the terms of the Arrangement, the number of Flutter Shares to be delivered by the Depository to that Shareholder will be rounded down to the nearest whole number of Flutter Shares. Any such entitlements to fractions of Flutter Shares will be aggregated and sold in the open market as soon as practicable after the Effective Date. The net proceeds of such sale (after deduction of all expenses and commissions incurred in connection with the sale) will be paid by (or on behalf of) Flutter in due proportions to Shareholders who would otherwise have been entitled to such fractions, save that individual entitlements to amounts of less than £5.00 will be retained for the benefit of Flutter. The Depository will pay any such amounts retained to Flutter. Any sale of fractional Flutter Shares by the Depository shall be carried out in compliance with applicable securities laws.

In accordance with the Arrangement, Stars, Flutter and the Depository shall be entitled to deduct and withhold from any consideration payable to any registered Shareholder and from all dividends or distributions otherwise payable to any former Shareholders such amounts as Stars, Flutter or the Depository is required to deduct and withhold from such consideration under applicable tax laws.

**The effective date of the Arrangement (the "Effective Date") will occur after all conditions to completion of the Arrangement have been satisfied or waived. No payment of any Consideration will be made prior to the effective time of the Arrangement on the Effective Date (the "Effective Time").**

**All deposits made under this Letter of Transmittal are irrevocable. Should the Arrangement not proceed for any reason, the deposited certificates and other relevant documents shall be returned in accordance with the instructions herein.**

**Whether or not the undersigned delivers the required documentation to the Depository, as of the Effective Time, the undersigned will cease to be a holder of Common Shares and, subject to the ultimate expiry deadline identified below, will only be entitled to receive the Consideration to which the undersigned is entitled under the Arrangement.**

**SHAREHOLDERS WHO DO NOT DELIVER THIS LETTER OF TRANSMITTAL, A CERTIFICATE REPRESENTING THEIR COMMON SHARES (IF ANY), AND ALL OTHER REQUIRED DOCUMENTS TO THE DEPOSITARY ON OR BEFORE THE DAY IMMEDIATELY BEFORE THE DAY THAT IS THREE YEARS LESS ONE DAY FROM THE EFFECTIVE DATE (AS SUCH TERM IS DEFINED IN THE CIRCULAR) WILL LOSE THEIR RIGHT TO RECEIVE THE CONSIDERATION IN EXCHANGE FOR SUCH SHAREHOLDER'S COMMON SHARES AND (I) WILL BE DEEMED TO HAVE SURRENDERED TO FLUTTER ANY FLUTTER SHARES, TOGETHER WITH ALL ENTITLEMENTS TO DIVIDENDS, DISTRIBUTIONS AND INTEREST THEREON, HELD BY THE DEPOSITARY IN TRUST FOR SUCH FORMER SHAREHOLDER AND (II) ANY CERTIFICATE REPRESENTING COMMON SHARES FORMERLY HELD BY SUCH FORMER SHAREHOLDER WILL CEASE TO REPRESENT A CLAIM OR INTEREST OF ANY NATURE.**

**The Depositary or your nominee can assist you in completing this Letter of Transmittal (see the back of this Letter of Transmittal for contact information for the Depositary).**

**Under the Arrangement, no dividends or other distributions payable in respect of Flutter Shares with a record date after the Effective Time shall be paid to the holder of any certificate(s) which, immediately prior to the Effective Time, represented Common Shares that were transferred pursuant to the Arrangement, and all such dividends and other distributions shall be paid by Flutter to the Depositary and shall be held by the Depositary in trust for such Shareholders, in each case until such holder delivers to the Depositary a duly completed Letter of Transmittal together with certificate(s) , if any, representing their Common Shares. Subject to applicable laws, following surrender pursuant to this Arrangement, there shall be paid to the holder thereof, without interest, the amount of dividends or other distributions with a record date after the Effective Time theretofore paid with respect to such Flutter Shares to which such former registered Shareholder is entitled pursuant to the Arrangement.**

**TO: THE STARS GROUP INC.**

**AND TO: FLUTTER ENTERTAINMENT PLC**

**AND TO: COMPUTERSHARE INVESTOR SERVICES INC. at its office set out herein.**

In connection with the Arrangement being considered for approval at the Meeting, the undersigned delivers to you this Letter of Transmittal in respect of the Common Shares identified below (the “**Deposited Shares**”) together with, if applicable, the enclosed certificate(s) representing the Deposited Shares. The following are the details of the Deposited Shares:

<b>Certificate Number(s) or DRS Advice Holder ID</b>	<b>Name in Which Registered</b>	<b>Number of Common Shares Deposited</b>

**LOST CERTIFICATES:** If your certificates have been lost, misplaced, or destroyed, you can replace them by following the directions under **Instruction 6**.

The undersigned transmits herewith the certificate(s) (if any) described above for cancellation upon the Arrangement becoming effective.

The undersigned acknowledges receipt of the Circular and represents and warrants in favour of Stars and Flutter that: (i) the undersigned is the registered and legal owner of, and has good right and title and sufficient authority to deposit, sell and transfer, the Deposited Shares, and that such Deposited Shares represent all of the Common Shares owned, directly or indirectly, by the undersigned; (ii) such Deposited Shares are owned by the undersigned free and clear of all mortgages, liens, charges, encumbrances, security interests and adverse claims; (iii) the Deposited Shares have not been sold, assigned or transferred, nor has any agreement been entered into to sell, assign or transfer any such Deposited Shares to any other person; (iv) the undersigned has full power and authority to execute and deliver this Letter of Transmittal and to deposit, sell, assign, transfer and deliver the Deposited Shares and, at the Effective Time, Flutter will acquire good title to the Deposited Shares (as the same are modified pursuant to the Arrangement) free from all mortgages, liens, charges, encumbrances, security interests, claims and equities; (v) the surrender of the Deposited Shares complies with all applicable laws; and (vi) all information inserted by the undersigned into this Letter of Transmittal is complete, true and accurate. These representations and warranties shall survive the completion of the Arrangement.

IN CONNECTION WITH THE ARRANGEMENT AND FOR VALUE RECEIVED, at the Effective Time all of the right, title and interest of the undersigned in and to the Deposited Shares and in and to any and all dividends, distributions, payments, securities, rights, warrants, assets or other interests (collectively, “**distributions**”) which may be declared, paid, accrued, issued, distributed, made or transferred on or in respect of the Deposited Shares or any of them as and from the Effective Date of the Arrangement, as well as the right of the undersigned to receive any and all distributions shall have been assigned to Flutter. If, notwithstanding such assignment, any distributions are received by or made payable to or to the order of the undersigned, then the undersigned shall promptly pay or deliver the whole of any such distribution to the Depositary for the account of Flutter, together with appropriate documentation of transfer.

Under the Arrangement, no dividends or other distributions payable in respect of Flutter Shares with a record date after the Effective Time shall be paid to the holder of any certificate(s) representing their Common Shares which immediately prior to the Effective Time, represented Common Shares transferred pursuant to the Arrangement, and all such dividends and other distributions shall be paid by Flutter to the Depositary and shall be held by the Depositary in trust for such holders, in each case until the surrender or forfeiture of such certificate(s) representing their Common Shares. If applicable, and subject to applicable laws, following due surrender as described in this Letter of Transmittal, there shall be paid to the undersigned, without interest, the amount of dividends or other distributions with a record date after the Effective Time theretofore paid with respect to such Flutter Shares to which the undersigned is entitled.

The undersigned irrevocably constitutes and appoints the Depositary, any one officer or director of Flutter, or its affiliate, or any other person designated by Flutter in writing, the true and lawful agent, attorney and attorney-in-fact

of the undersigned with respect to the Deposited Shares purchased in connection with the Arrangement with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable) to, in the name of and on behalf of the undersigned, (i) register or record the transfer of such Deposited Shares consisting of securities on the registers of Stars and (ii) execute and negotiate any cheques or other instruments representing any such distribution referred to above payable to or to the order of the undersigned.

The undersigned revokes any and all other authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Shares or any distributions other than as set out in this Letter of Transmittal and in any proxy granted for use at the Meeting. Other than in connection with the Meeting, no subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, will be granted with respect to the Deposited Shares or any distributions by or on behalf of the undersigned, unless the Deposited Shares are not transferred to and acquired by Flutter in connection with the Arrangement.

The undersigned covenants and agrees to execute all such documents, transfers and other assurances as may be necessary or desirable to convey the Deposited Shares and distributions effectively to Flutter.

The undersigned agrees that all questions as to validity, form, eligibility (including timely receipts) and acceptance of any Common Shares surrendered in connection with the Arrangement shall be determined by Flutter in its sole discretion and that such determination shall be final and binding and acknowledges that there is no duty or obligation upon Stars, Flutter, the Depositary or any other person to give notice of any defect or irregularity in any such surrender of Common Shares and no liability will be incurred by any of them for failure to give any such notice.

Each authority conferred or agreed to be conferred by the undersigned in this Letter of Transmittal shall survive the death, legal incapacity, bankruptcy or insolvency of the undersigned and may be exercised during any subsequent legal incapacity of the undersigned and all obligations of the undersigned in this Letter of Transmittal shall be binding upon the heirs, personal representatives, successors and assigns of the undersigned.

The undersigned instructs the Depositary, upon the Arrangement becoming effective, to deliver the Flutter Shares (and/or cheques in respect of the proceeds of sale of any fractional Flutter Shares) representing the Consideration that the undersigned is entitled to pursuant to the Arrangement in exchange for the Deposited Shares in accordance with the instructions given below. Should the Arrangement not proceed for any reason, the deposited certificates and other relevant documents shall be returned in accordance with the instructions in the preceding sentence. The undersigned acknowledges that the delivery of Deposited Shares pursuant to this Letter of Transmittal is irrevocable.

The undersigned acknowledges that, in accordance with the Arrangement, Stars, Flutter and the Depositary shall be entitled to deduct and withhold from any consideration payable to any Shareholder and from all dividends or distributions otherwise payable to any former holders of Common Shares such amounts as Stars, Flutter or the Depositary is required to deduct and withhold from such consideration under applicable tax laws. To the extent that amounts are so withheld, such withheld amounts shall be treated for all purposes hereof as having been paid to the former holder of Common Shares in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted to the appropriate taxing authority. The undersigned acknowledges that it has consulted or has had the opportunity to consult its own tax advisor with respect to the potential income tax consequences to it of the Arrangement, including any elections to be made in respect thereof.

By reason of the use by the undersigned of an English language form of Letter of Transmittal, the undersigned shall be deemed to have required that any contract evidenced by the Arrangement as accepted through this Letter of Transmittal, as well as all documents related thereto, be drawn exclusively in the English language. *En raison de l'usage d'une lettre d'envoi en langue anglaise par le soussigné, le soussigné et les destinataires sont présumés d'avoir requis que tout contrat attesté par l'arrangement et son acceptation par cette lettre d'envoi, de même que tous les documents qui s'y rapportent, soient rédigés exclusivement en langue anglaise.*

**BOX A**  
**ENTITLEMENT DELIVERY**

All Flutter Shares and cash entitlements will be issued and mailed in accordance with your existing registration details unless otherwise stated. If you would like your Flutter Shares issued to a different name or address, or if your Flutter Shares are currently registered in the name of a trust, please complete BOX B and refer to INSTRUCTIONS 2 & 3

MAIL FLUTTER SHARES/CHEQUE TO ADDRESS ON RECORD  
**(DEFAULT)**

MAIL FLUTTER SHARES/CHEQUE TO A DIFFERENT ADDRESS  
AND/OR NEW REGISTRATION DETAILS (MUST COMPLETE  
BOX B)

HOLD CHEQUE/SHARES FOR PICKUP OFFICE OF THE  
DEPOSITARY IN TORONTO

SEE INSTRUCTION 9 FOR OFFICE ADDRESSES

**BOX B**

**ISSUE PAYMENT/SHARES IN THE NAME OF\*:**

CHECK BOX IF SAME AS EXISTING REGISTRATION **(DEFAULT)**

\_\_\_\_\_  
(NAME)

\_\_\_\_\_  
(STREET NUMBER & NAME)

\_\_\_\_\_  
(CITY AND PROVINCE/STATE)

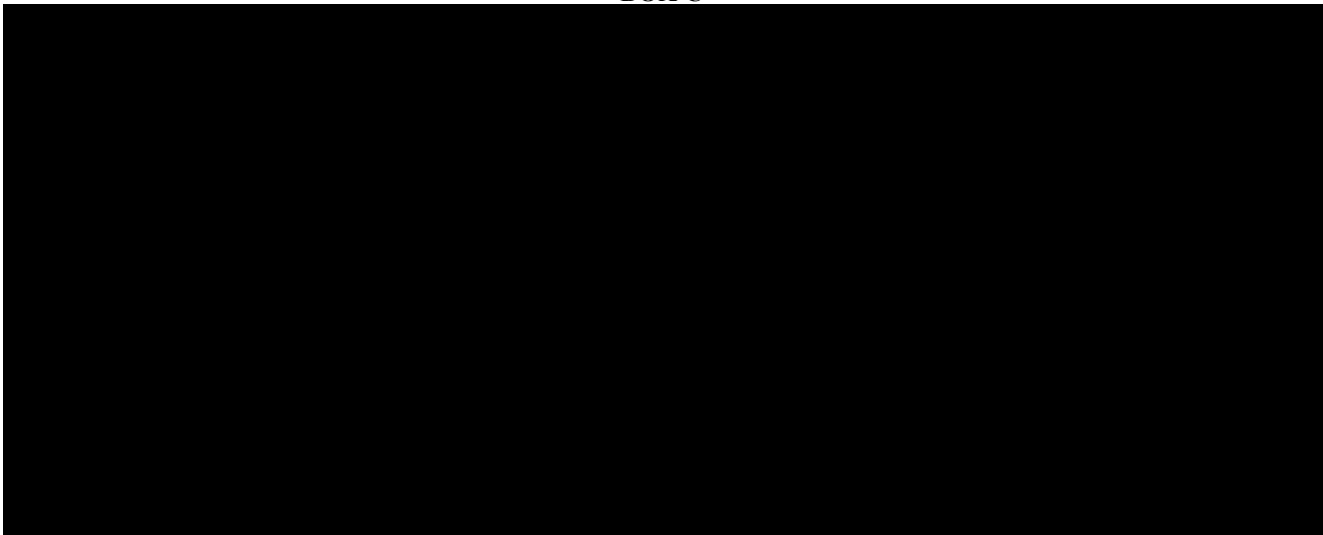
\_\_\_\_\_  
(COUNTRY AND POSTAL/ZIP CODE)

\_\_\_\_\_  
(TELEPHONE NUMBER (BUSINESS HOURS))

\_\_\_\_\_  
(TAX IDENTIFICATION OR SOCIAL INSURANCE/SECURITY NUMBER)

\* IF THIS NAME OR ADDRESS IS DIFFERENT FROM YOUR REGISTRATION, PLEASE PROVIDE  
SUPPORTING TRANSFER REQUIREMENTS (SEE INSTRUCTION 2 & 3)

**BOX C**



**SHAREHOLDER SIGNATURE(S)**

Signature guaranteed by  
(if required under Instruction 3)

Dated:

Authorized Signature

Signature of Shareholder or authorized representative  
(see Instructions 2 and 4)

Name of Guarantor (please print or type)

Address

Address of Guarantor (please print or type)

Name of Shareholder (please print or type)

Telephone Number

Name of authorized representative, if applicable  
(please print or type)

Print or type See Specific Instructions on page 2.	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.	
	2 Business name/disregarded entity name, if different from above	
	3 Check appropriate box for federal tax classification:  <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate or single-member LLC <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ <b>Note.</b> For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input type="checkbox"/> Other (see instructions) ▶ _____	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):  Exempt payee code (if any) _____  Exemption from FATCA reporting code (if any) _____  <i>(Applies to accounts maintained outside of the U.S.)</i>
	5 Address (number, street, and apt. or suite no.)	Requester's name and address (optional)
	6 City, state, and ZIP code	
	7 List account number(s) here (optional)	

<b>Part I</b>	<b>Taxpayer Identification Number (TIN)</b>														
Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see <i>How to get a TIN</i> on page 3. <b>Note.</b> If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.															
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<b>Part II</b>	<b>Certification</b>
Under penalties of perjury, I certify that:	
<ol style="list-style-type: none"> <li>1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and</li> <li>2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and</li> <li>3. I am a U.S. citizen or other U.S. person (defined below); and</li> <li>4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.</li> </ol>	
<b>Certification instructions.</b> You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.	

<b>Sign Here</b>	<b>Signature of U.S. person ▶</b>	<b>Date ▶</b>
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<b>General Instructions</b> Section references are to the Internal Revenue Code unless otherwise noted. <b>Future developments.</b> Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at <a href="http://www.irs.gov/fw9">www.irs.gov/fw9</a> . <b>Purpose of Form</b> An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following: <ul style="list-style-type: none"> <li>• Form 1099-INT (interest earned or paid)</li> <li>• Form 1099-DIV (dividends, including those from stocks or mutual funds)</li> <li>• Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)</li> <li>• Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)</li> <li>• Form 1099-S (proceeds from real estate transactions)</li> <li>• Form 1099-K (merchant card and third party network transactions)</li> </ul>	<ul style="list-style-type: none"> <li>• Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)</li> <li>• Form 1099-C (canceled debt)</li> <li>• Form 1099-A (acquisition or abandonment of secured property)</li> </ul> Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN. If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See <i>What is backup withholding?</i> on page 2. By signing the filled-out form, you: <ol style="list-style-type: none"> <li>1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),</li> <li>2. Certify that you are not subject to backup withholding, or</li> <li>3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and</li> <li>4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See <i>What is FATCA reporting?</i> on page 2 for further information.</li> </ol> <b>Note.</b> If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.
<b>Definition of a U.S. person.</b> For federal tax purposes, you are considered a U.S. person if you are:	interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment



- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States:

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity,
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust, and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

**Foreign person.** If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

**Nonresident alien who becomes a resident alien.** Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

**Example.** Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

### Backup Withholding

**What is backup withholding?** Persons making certain payments to you must under certain conditions withhold and pay to the IRS 24% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt

card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

### Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the Part II instructions on page 3 for details),
3. The IRS tells the requester that you furnished an incorrect TIN,
4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or
5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See Exempt payee code on page 3 and the separate Instructions for the Requester of Form W-9 for more information.

Also see Special rules for partnerships above.

### What is FATCA reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code* on page 3 and the Instructions for the Requester of Form W-9 for more information.

### Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account, for example, if the grantor of a grantor trust dies.

### Penalties

**Failure to furnish TIN.** If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

**Civil penalty for false information with respect to withholding.** If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

**Criminal penalty for falsifying information.** Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

**Misuse of TINs.** If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

### Specific Instructions

#### Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account, list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9.

a. **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

**Note. ITIN applicant:** Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or "doing business as" (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C Corporation, or S Corporation.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

d. **Other entities.** Enter your name as shown on required U.S. federal

above, 1 through 13.

tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

**e. Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a “disregarded entity.” See Regulations section 301.7701-2(c)(2)(iii). Enter the owner's name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2, “Business name/disregarded entity name.” If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

**Line 2**

If you have a business name, trade name, DBA name, or disregarded entity name, you may enter it on line 2.

**Line 3**

Check the appropriate box in line 3 for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box in line 3.

**Limited Liability Company (LLC).** If the name on line 1 is an LLC treated as a partnership for U.S. federal tax purposes, check the “Limited Liability Company” box and enter “P” in the space provided. If the LLC has filed Form 8832 or 2553 to be taxed as a corporation, check the “Limited Liability Company” box and in the space provided enter “C” for C corporation or “S” for S corporation. If it is a single-member LLC that is a disregarded entity, do not check the “Limited Liability Company” box; instead check the first box in line 3 “Individual/sole proprietor or single-member LLC.”

**Line 4**

**Exemptions**

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space in line 4 any code(s) that may apply to you.

**Exempt payee code.** Generally, individuals (including sole proprietors) are not exempt from backup withholding.

- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space in line 4.

- 1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)
- 2—The United States or any of its agencies or instrumentalities
- 3—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities
- 5—A corporation
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or possession
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission
- 8—A real estate investment trust
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940
- 10—A common trust fund operated by a bank under section 584(a)
- 11—A financial institution
- 12—A middleman known in the investment community as a nominee or custodian
- 13—A trust exempt from tax under section 664 or described in section 4947

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 7
Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 4
Payments over \$600 required to be reported and direct sales over \$5,000 <sup>1</sup>	Generally, exempt payees 1 through 5 <sup>2</sup>
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

<sup>1</sup> See Form 1099-MISC, Miscellaneous Income, and its instructions.

<sup>2</sup> However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

**Exemption from FATCA reporting code.** The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with “Not Applicable” (or any similar indication) written or printed on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37)

B—The United States or any of its agencies or instrumentalities

C—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i)

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i)

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state

G—A real estate investment trust

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940

I—A common trust fund as defined in section 584(a)

J—A bank as defined in section 581

K—A broker

L—A trust exempt from tax under section 664 or described in section 4947(a)(1)

M—A tax exempt trust under a section 403(b) plan or section 457(g) plan

**Note.** You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

**Line 5**

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns.

**Line 6**

Enter your city, state, and ZIP code.

**Part I. Taxpayer Identification Number (TIN)**

**What Name and Number To Give the Requester**

**Enter your TIN in the appropriate box.** If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see How to get a TIN below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-member LLC that is disregarded as an entity separate from its owner (see Limited Liability Company (LLC) on this page), enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

**Note.** See the chart on page 4 for further clarification of name and TIN combinations.

**How to get a TIN.** If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at [www.ssa.gov](http://www.ssa.gov). You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at [www.irs.gov/businesses](http://www.irs.gov/businesses) and clicking on Employer Identification Number (EIN) under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting [IRS.gov](http://IRS.gov) or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

**Note.** Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

**Caution:** A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

## Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, or 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see Exempt payee code earlier.

**Signature requirements.** Complete the certification as indicated in items 1 through 5 below.

**1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983.** You must give your correct TIN, but you do not have to sign the certification.

**2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983.**

You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

**3. Real estate transactions.** You must sign the certification. You may cross out item 2 of the certification.

**4. Other payments.** You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

**5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions.** You must give your correct TIN, but you do not have to sign the certification.

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account <sup>1</sup> The minor <sup>2</sup>
3. Custodian account of a minor (Uniform Gift to Minors Act)	The grantor-trustee <sup>1</sup>
4. a. The usual revocable savings trust (grantor is also trustee)	The actual owner <sup>1</sup>
b. So-called trust account that is not a legal or valid trust under state law	The owner <sup>3</sup>
5. Sole proprietorship or disregarded entity owned by an individual	The grantor*
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulation section 1.671-4(b)(2)(i)(A))	
For this type of account:	Give name and EIN of:
7. Disregarded entity not owned by an individual	The owner
8. A valid trust, estate, or pension trust	Legal entity <sup>4</sup>
9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
10. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
11. Partnership or multi-member LLC	The partnership
12. A broker or registered nominee	The broker or nominee
13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulation section 1.671-4(b)(2)(i)(B))	The trust

<sup>1</sup> List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

<sup>2</sup> Circle the minor's name and furnish the minor's SSN.

<sup>3</sup> You must show your individual name and you may also enter your business or "DBA" name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

<sup>4</sup> List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see Special rules for partnerships on page 1.

\***Note.** Grantor also must provide a Form W-9 to trustee of trust.

**Note.** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

### Secure Your Tax Records from Identity Theft

Identity theft occurs when someone uses your personal information such as your name, social security number (SSN), or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone

number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable

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credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Publication 4535, Identity Theft Prevention and Victim Assistance.

Victims of identity theft who are experiencing economic harm or a system problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

**Protect yourself from suspicious emails or phishing schemes.** Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to [phishing@irs.gov](mailto:phishing@irs.gov). You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at: [spam@uce.gov](mailto:spam@uce.gov) or contact them at [www.ftc.gov/idtheft](http://www.ftc.gov/idtheft) or 1-877-IDTHEFT (1-877-438-4338).

Visit [IRS.gov](http://IRS.gov) to learn more about identity theft and how to reduce your risk.

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### Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.

## INSTRUCTIONS

### 1. Use of Letter of Transmittal

Registered Shareholders should read the accompanying Circular prior to completing this Letter of Transmittal. Capitalized terms used but not defined in this Letter of Transmittal have the meanings set out in the Circular. In order for registered Shareholders to receive the Consideration for their Common Shares, such holders must deliver this Letter of Transmittal, properly completed and duly executed, together with all certificate(s), if any, representing Common Shares, and all other documents and instruments referred to in this Letter of Transmittal or reasonably requested by the Depositary. Flutter reserves the right if it so elects in its absolute discretion to instruct the Depositary to waive any defect or irregularity contained in any Letter of Transmittal and/or accompanying documents received by it. The method used to deliver this Letter of Transmittal and any accompanying certificates representing Common Shares is at the option and risk of the Shareholder, and delivery will be deemed effective only when such documents are actually received by the Depositary. Flutter recommends that the necessary documentation be hand delivered to the Depositary at any of its office specified below, and a receipt obtained; otherwise the use of registered mail with return receipt requested, properly insured, is recommended. **NON-REGISTERED SHAREHOLDERS SHOULD CONTACT THEIR BROKER, INVESTMENT DEALER OR OTHER INTERMEDIARY TO CONFIRM THAT THEIR BROKER, INVESTMENT DEALER OR OTHER INTERMEDIARY HAS MADE ARRANGEMENTS TO RECEIVE THE NUMBER OF FLUTTER SHARES REQUIRED TO SATISFY THE CONSIDERATION PAYABLE TO SUCH NON-REGISTERED SHAREHOLDER PURSUANT TO THE PLAN OF ARRANGEMENT INCLUDING, AS APPLICABLE, TO DEPOSIT FLUTTER SHARES INTO EUROCLEAR BANK VIA THE EUROCLEAR BANK SERVICE. THE DEPOSITARY WILL NOT BE INVOLVED IN FACILITATING THIS PROCESS.** Where Common Shares are currently registered in the name of a nominee such as CDS or DTC, brokers, investment dealers and other intermediaries are advised that in order to have the Flutter Shares that the non-registered Shareholder is entitled to receive pursuant to the Plan of Arrangement deposited into EUROCLEAR BANK, such intermediary must make arrangements with their EUROCLEAR BANK participant to deposit such Flutter Shares into EUROCLEAR BANK in accordance with the procedures set forth in the EUROCLEAR BANK manual. As the procedures for depositing Flutter Shares into EUROCLEAR BANK may vary between individual EUROCLEAR BANK participants, brokers, investment dealers and other intermediaries are encouraged to seek advice from their EUROCLEAR BANK participant with respect to the process to be followed. The Depositary will not be involved in facilitating this process and you are encouraged to seek advice from your broker, banker or financial adviser with respect to the process to be followed for depositing your Flutter Shares into EUROCLEAR BANK. **Failure to provide accurate information to the Depositary or providing incomplete or inaccurate information will result in delays in the receipt of Flutter Shares by such non-registered Shareholders.** In the event of any interruption, failure or breakdown of EUROCLEAR BANK or the facilities and/or systems operated by Link or in the event that improper or incomplete EUROCLEAR BANK details are provided, Flutter Shares issued in connection with the Arrangement will remain in certificated form.

This Letter of Transmittal and any accompanying certificates representing Common Share are to be delivered to the Depositary at the following office:

**Toronto**  
100 University Ave  
8<sup>th</sup> Floor, North Tower  
Toronto ON M5J 2Y1

### 2. Signatures

This Letter of Transmittal must be filled in and signed by the registered Shareholder(s) described above or by such holder's duly authorized representative (in accordance with Instruction 4).

- (a) If this Letter of Transmittal is signed by the registered Shareholder(s), such signature(s) on this Letter of Transmittal must correspond with the names(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and the certificate(s) need not be endorsed. If such deposited certificate(s) evidences are applicable to Common Shares that are held of record by two or more joint holders, all such holders must sign the Letter of Transmittal.

- (b) If this Letter of Transmittal is signed on behalf of a registered Shareholder by a person other than the registered holder(s) of the accompanying certificate(s) (if applicable):
  - (i) such deposited certificate(s) must be endorsed or be accompanied by an appropriate share transfer power of attorney duly and properly completed by the registered holder(s); and
  - (ii) the signature(s) on such endorsement or share transfer power of attorney must correspond exactly to the name(s) of the registered holder(s) as registered or as appearing on the certificate(s) and must be guaranteed as noted in Instruction 3 below.
- (c) If any Deposited Shares are registered in different names on several certificates, it is necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of Deposited Shares.
- (d) Applicable Irish Laws provide that trusts may not be recorded in Flutter's register of members as the registered holder of Flutter Shares. Accordingly, if the holder(s) of the Deposited Shares is a trust, it must provide designate a holder that is not a trust (e.g. the trustee of the trust) as the registered holder of the relevant Flutter Shares in order to receive the Flutter Shares to which it is entitled pursuant to the Arrangement.

### **3. Guarantee of Signatures**

If (i) this Letter of Transmittal is signed by a person other than the registered holder(s) of the Deposited Shares, (ii) in the event the Arrangement is not completed, certificate(s) in respect of Deposited Shares are to be returned to a person other than such registered holder(s) or sent to an address other than the address of the registered holder(s) as shown on the registers of Stars, or (iii) if the Consideration is to be issued or delivered in the name of a person other than the registered holder of the Deposited Shares, such signature(s) must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution).

An “**Eligible Institution**” means a Canadian Schedule I chartered bank, a major trust company in Canada, a commercial bank or trust company in the United States, a member of the Securities Transfer Association Medallion Program (STAMP), a member of the Stock Exchange Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada and the United States, members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States.

### **4. Fiduciaries, Representatives and Authorizations**

Where this Letter of Transmittal is executed by a person acting as an executor, administrator, trustee, guardian, corporation, partnership or association, or on behalf of a corporation, partnership or association or is executed by any other person acting in a representative capacity, this Letter of Transmittal must be accompanied by satisfactory evidence of the authority to act. Each of Stars, Flutter or the Depository, at its discretion, may require additional evidence of authority or additional documentation.

### **5. Miscellaneous**

- (a) If the space on this Letter of Transmittal is insufficient to list all certificates for Deposited Shares, additional certificate numbers holder ID and number of Deposited Shares may be included on a separate signed list affixed to this Letter of Transmittal.
- (b) If Deposited Shares are registered in different forms (e.g. “John Doe” and “J. Doe”) a separate Letter of Transmittal should be signed for each different registration.
- (c) No alternative, conditional or contingent deposits will be accepted and no fractional Flutter Shares will be issued.
- (d) The Arrangement, this Letter of Transmittal and any agreement in connection with the Arrangement will be construed in accordance with and governed by the laws of the Province of Ontario and the laws of Canada applicable therein.
- (e) Additional copies of the Circular and this Letter of Transmittal may be obtained from the Depository at any of its office at the addresses listed below.

## 6. Lost Certificates

Shareholders whose certificate(s) representing their Common Shares has been lost, stolen or destroyed, should complete this Letter of Transmittal as fully as possible and forwarded together with a letter describing the loss to the Depository. The Depository will respond with the replacement requirements, which include an affidavit. Upon the receipt by Depository of an affidavit by the holder claiming such certificate(s) representing their Common Shares to be lost, stolen or destroyed and a Letter of Transmittal and any other documents the Depository requires, the Depository will deliver the Consideration that such holder is entitled to receive in accordance with the Arrangement. When authorizing such delivery, the holder to whom the Consideration is to be delivered shall, as a condition precedent to such delivery, give a declaration of loss and indemnity bond satisfactory to Flutter and the Depository in such amount as Flutter and the Depository may direct, or otherwise indemnify Flutter and the Depository in a manner satisfactory to Flutter and the Depository, against any claim that may be made against Flutter and the Depository with respect to the certificate(s) representing their Common Shares alleged to have been lost, stolen or destroyed and shall otherwise take such actions as may be required by the constating documents of Stars.

## 7. Substitute Form W-9 — U.S. Shareholders

In order to avoid “backup withholding” of United States income tax on payments made with respect to the Common Shares pursuant to the Arrangement, a Shareholder that is a U.S. holder (as defined below) (or person acting on behalf of a U.S. holder) must generally provide the person’s correct taxpayer identification number (“TIN”) (or the TIN of the person on whose behalf you are acting) on the Substitute Form W-9 above and certify, under penalties of perjury, that such number is correct, that such Shareholder is not subject to backup withholding, and that such Shareholder is a U.S. person (including a U.S. resident alien). If the correct TIN is not provided or if any other information is not correctly provided, payments made with respect to the Common Shares pursuant to the Arrangement may be subject to backup withholding of 24%. For the purposes of this Letter of Transmittal, a “U.S. holder” or “U.S. person” means: a beneficial owner of Common Shares that, for United States federal income tax purposes, is (a) a citizen or resident of the United States, (b) a corporation, or other entity classified as a corporation for United States federal income tax purposes, that is created or organized in or under the laws of the United States or any state in the United States, including the District of Columbia, (c) an estate if the income of such estate is subject to United States federal income tax regardless of the source of such income, (d) a trust if (i) such trust has validly elected to be treated as a U.S. person for United States federal income tax purposes or (ii) a United States court is able to exercise primary supervision over the administration of such trust and one or more U.S. persons have the authority to control all substantial decisions of such trust, or (e) a partnership, limited liability company or other entity classified as a partnership for United States tax purposes that is created or organized in or under the laws of the United States or any state in the United States, including the District of Columbia.

Backup withholding is not an additional United States income tax. Rather, the United States income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If backup withholding results in an overpayment of taxes, a refund may be obtained provided that the required information is furnished to the IRS in a timely manner.

Certain persons (including, among others, corporations, certain “not-for-profit” organizations, and certain non-U.S. persons) are not subject to backup withholding. A Shareholder that is a U.S. holder should consult his or her tax advisor as to the Shareholder’s qualification for an exemption from backup withholding and the procedure for obtaining such exemption.

The TIN for an individual United States citizen or resident is the individual’s social security number.

The “Awaiting TIN” box of the substitute Form W-9 may be checked if a Shareholder has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future. If the “Awaiting TIN” box is checked, the Shareholder that is a U.S. holder must also complete the Certificate of Awaiting Taxpayer Identification Number found below the Substitute Form W-9 in order to avoid backup withholding. If a Shareholder that is a U.S. holder completes the Certificate of Awaiting Taxpayer Identification Number but does not provide a TIN within 60 days, such Shareholder will be subject to backup withholding at a rate of 24% until a TIN is provided.

If you are a U.S. Shareholder that is not a U.S. Person, you may be subject to backup withholding on payments made with respect to the Common Shares pursuant to the Arrangement unless you furnish the appropriate, properly completed and executed IRS Form W-8, which may be obtained at the IRS website ([www.irs.gov](http://www.irs.gov)).

Taxes withheld from the consideration paid pursuant to the Arrangement will be treated for all purposes as having been paid to the persons with respect to whom such amounts were withheld.

The information provided herein does not constitute a full discussion of the U.S. tax considerations applicable to the Arrangement. All Shareholders are urged to consult their tax advisor regarding the U.S. tax considerations relevant to them in their particular circumstances.

**Failure to furnish TIN** — If you fail to furnish your correct TIN, you are subject to a penalty of U.S.\$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect. More serious penalties may be imposed for providing false information which, if willfully done, may result in fines and/or imprisonment.

**ANY U.S. SHAREHOLDER WHO IS A U.S. PERSON AND WHO FAILS TO PROPERLY COMPLETE THE IRS FORM W-9 SET OUT IN THIS FORM, AND ANY U.S. SHAREHOLDER WHO IS NOT A U.S. PERSON AND WHO FAILS TO PROPERLY COMPLETE THE APPROPRIATE FORM W-8, MAY BE SUBJECT TO BACKUP WITHHOLDING AT THE APPLICABLE STATUTORY RATE (CURRENTLY 24%) WITH RESPECT TO ALL OR A PORTION OF PAYMENTS MADE TO SUCH HOLDER PURSUANT TO THE ARRANGEMENT AND MAY BE SUBJECT TO PENALTIES.**

## **8. Privacy Notice**

The Depository is committed to protecting personal information. In the course of providing services, the Depository receives non-public personal information about Shareholders from transactions the Depository performs, forms a Shareholder may send to the Depository or other communications the Depository may have with a Shareholder and its representatives. This information could include a Shareholder's name, address, email address, social insurance number, securities holdings and other financial information. The Depository uses this to administer a Shareholder's account, to better serve client needs and for other lawful purposes relating to its services. The Depository has prepared a Privacy Code to tell Shareholders more about its information practices and how their privacy is protected. It is available at the Depository's website, at [www.computershare.com](http://www.computershare.com), or by writing to the Depository at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1. The Depository will use any information a Shareholder provides with this Letter of Transmittal in order to process a Shareholder's request and will consider a Shareholder's submission of this Letter of Transmittal as its consent to the above.

## **9. Payment Entitlement Pickup Locations**

Entitlements may be picked up at the Depository's applicable office locations with counter services. Pick-up instructions must be selected in Box A. Below are the Depository's applicable office locations:

### **Toronto**

100 University Ave  
8<sup>th</sup> Floor, North Tower  
Toronto ON M5J 2Y1



**The Depository is:**

**Computershare Investor Services Inc.**

*By Hand or by Courier*

**100 University Avenue, 8th Floor, North Tower  
Toronto, Ontario  
M5J 2Y1**

*By Mail*

**P.O. Box 7021  
31 Adelaide St E  
Toronto, ON M5C 3H2  
Attention: Corporate Actions**

*For inquiries contact*

**Toll Free: 1-800-564-6253 (within North America)  
514-982-7555 (International)  
E-Mail: [corporateactions@computershare.com](mailto:corporateactions@computershare.com)**