



## Attendance Card

Please bring this card with you to the meeting and present it at shareholder registration/accreditation.

The Chairman of Paddy Power plc ('the Company') invites you to attend the Annual General Meeting of the Company to be held at **Power Tower, Belfield Office Park, Beech Hill Road, Clonskeagh, Dublin 4** on 14 May 2015 at 11.00am.

Shareholder Reference Number

## Form of Proxy - Paddy Power plc Annual General Meeting ('AGM') to be held on 14 May 2015



Cast your Proxy online 24 hours a day...It's fast, easy and secure! Control Number: **912904**  
[www.eproxyappointment.com](http://www.eproxyappointment.com)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

SRN:

PIN:



To view the notice & related documents online log on to [www.paddypowerplc.com](http://www.paddypowerplc.com)

To be effective, all proxy appointments must be lodged with the Company's Registrar at:

Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 or through the voting website, see above, by 12 May 2015 at 11:00am.

### Explanatory Notes:

1. Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his/her proxy to exercise all or any of his/her rights, to attend, speak, ask questions and vote on his/her behalf at the meeting. If you wish to appoint a person other than the Chairman of the meeting, please insert the name of your chosen proxy holder in the space provided (see reverse).
2. A shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that shareholder. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 447 5105 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). All forms must be signed and should be returned together in the same envelope. Where a poll is taken at the AGM, a shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
3. To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out below. A shareholder wishing to appoint a proxy by electronic means may do so on [www.eproxyappointment.com](http://www.eproxyappointment.com). Details of the requirements are set out in the box above. A shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrar by sending an email to [clientservices@computershare.ie](mailto:clientservices@computershare.ie).
4. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. Pursuant to section 134A of the Companies Act 1963 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the date of the meeting (or in the case of an adjournment as at close of business on the day which is two days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 11.00am on 12 May 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996.
7. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +353 1 447 5105 to request a change of address form or go to [www.investorcentre.com/ie](http://www.investorcentre.com/ie) to use the online Investor Centre service.
8. Any alterations made to this form should be initialled.
9. The appointment of a proxy will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

#### All Holders

# Poll Card

To be completed **only** at the AGM if a poll is called.

## Ordinary Business

	For	Against	Vote Withheld
1. To receive and consider the financial statements for the year ended 31 December 2014 and the reports of the Directors and Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of €1.02 per share for the year ended 31 December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and consider the Remuneration Committee Report on directors' remuneration for the year ended 31 December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (a) To elect Andy McCue as a director who is recommended by the Board for election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To elect Gary McGann as a director who is recommended by the Board for election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. (a) To re-elect Nigel Northridge as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-elect Cormac McCarthy as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-elect Tom Grace as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-elect Michael Cawley as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-elect Danuta Gray as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-elect Ulric Jerome as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-elect Stewart Kenny as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) To re-elect Pádraig Ó Riordáin as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the directors to fix the remuneration of the Auditors for the year ending 31 December 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Special Resolution to maintain the existing authority to convene an Extraordinary General Meeting on 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business</b>			
8. Ordinary Resolution to authorise the directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
9. Special Resolution to disapply statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Special Resolution to authorise the Company to make market purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Special Resolution to determine the price range at which treasury shares may be re-issued off market.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. (a) Special Resolution to amend Clause 2 of the Memorandum of Association of the Company to reflect the commencement of the Companies Act 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Special Resolution to amend Clause 3(f) of the Memorandum of Association of the Company to reflect the commencement of the Companies Act 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Special Resolution to amend Clause 3(v) of the Memorandum of Association of the Company to reflect the commencement of the Companies Act 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. (a) Special Resolution to amend the Articles of Association of the Company to reflect the commencement of the Companies Act 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Special Resolution to increase the limit on the aggregate annual amount of directors' ordinary remuneration in the Articles of Association from €750,000 to €950,000.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Special Resolution to amend the Articles of Association of the Company to incorporate the rights and restrictions attaching to the B Shares and the Deferred Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Ordinary Resolution to approve the sub-division of each Existing Ordinary Share into one Intermediate Ordinary Share and one B Share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Ordinary Resolution to approve the consolidation of the Intermediate Ordinary Shares into New Ordinary Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Special Resolution to authorise the Company to repurchase the Deferred Shares for nil consideration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Special Resolution to approve the reduction of the share premium account to create distributable reserves.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Ordinary Resolution to authorise the Board or Remuneration Committee to adjust the Company's share incentive and share based incentive schemes to address the impact of the Capital Reorganisation on the entitlements of participants in those schemes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

## Form of Proxy

Please use a **black pen**. Mark with an **X** inside the box as shown in this example.



You can also instruct your proxy not to vote on a resolution by inserting an "X" in the vote withheld box.

I/We hereby appoint the Chairman of the AGM OR the following person

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Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf on any matter at the Annual General Meeting of Paddy Power plc to be held at **Power Tower, Belfield Office Park, Beech Hill Road, Clonskeagh, Dublin 4** on 14 May 2015 at 11.00am, and at any adjournment thereof.

I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

## Ordinary Business

	For	Against	Vote Withheld
1. To receive and consider the financial statements for the year ended 31 December 2014 and the reports of the Directors and Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of €1.02 per share for the year ended 31 December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and consider the Remuneration Committee Report on directors' remuneration for the year ended 31 December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (a) To elect Andy McCue as a director who is recommended by the Board for election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To elect Gary McGann as a director who is recommended by the Board for election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. (a) To re-elect Nigel Northridge as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-elect Cormac McCarthy as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-elect Tom Grace as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-elect Michael Cawley as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-elect Danuta Gray as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-elect Ulric Jerome as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-elect Stewart Kenny as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) To re-elect Pádraig Ó Riordáin as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the directors to fix the remuneration of the Auditors for the year ending 31 December 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Special Resolution to maintain the existing authority to convene an Extraordinary General Meeting on 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business</b>			
8. Ordinary Resolution to authorise the directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
9. Special Resolution to disapply statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Special Resolution to authorise the Company to make market purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Special Resolution to determine the price range at which treasury shares may be re-issued off market.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. (a) Special Resolution to amend Clause 2 of the Memorandum of Association of the Company to reflect the commencement of the Companies Act 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Special Resolution to amend Clause 3(f) of the Memorandum of Association of the Company to reflect the commencement of the Companies Act 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Special Resolution to amend Clause 3(v) of the Memorandum of Association of the Company to reflect the commencement of the Companies Act 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. (a) Special Resolution to amend the Articles of Association of the Company to reflect the commencement of the Companies Act 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Special Resolution to increase the limit on the aggregate annual amount of directors' ordinary remuneration in the Articles of Association from €750,000 to €950,000.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Special Resolution to amend the Articles of Association of the Company to incorporate the rights and restrictions attaching to the B Shares and the Deferred Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Ordinary Resolution to approve the sub-division of each Existing Ordinary Share into one Intermediate Ordinary Share and one B Share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Ordinary Resolution to approve the consolidation of the Intermediate Ordinary Shares into New Ordinary Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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19. Ordinary Resolution to authorise the Board or Remuneration Committee to adjust the Company's share incentive and share based incentive schemes to address the impact of the Capital Reorganisation on the entitlements of participants in those schemes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we direct my/our proxy to vote on the resolutions proposed at the AGM as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

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DD / MM / YY

In the case of a body corporate, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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