

APPENDIX - Deferred Share Incentive Plan (DSIP) ¹

Section 1

This Appendix relates to the outstanding nil-cost Options under the DSIP (the *DSIP Options*) that you may hold under the following DSIP grants:

Grant Dates	Normal Vesting Date	
	Tranche 1	Tranche 2
5 July 2013	5 July 2014 (vested)	5 July 2015 (vested)
27 June 2014	27 June 2015 (vested)	27 June 2016 (unvested)
1 July 2015	1 July 2016 (unvested)	1 July 2017 (unvested)

How does the Merger affect my DSIP Options?

Ordinarily, DSIP Options vest 50% on the first anniversary of the grant with the remaining 50% vesting on the second anniversary. DSIP Options lapse 10 years after the grant date.

However, as a result of the Merger, Betfair will become a wholly owned subsidiary of Paddy Power Betfair. Under the rules of the DSIP, all unvested DSIP Options will vest in full on the Court Sanction date and will be exercisable (along with vested DSIP Options) for up to one month after the Court Sanction date (the *Lapse Date*) (i.e. the exercise period will be curtailed).

You have three choices in relation to your DSIP Options. You will need to complete the enclosed Election Form to make a choice.

- Choice 1 - Exercise a DSIP Option on the Court Sanction date and decide whether you wish to carry out a "hold all", "sell to cover" or "sell all" transaction in respect of the Betfair Shares you acquire;
- Choice 2 - Exercise a DSIP Option on or after the Merger becomes effective and before the Lapse Date and decide whether you wish to carry out a "hold all", "sell to cover" or "sell all" transaction in respect of the Paddy Power Betfair Shares you acquire; or
- Choice 3 - Replace a DSIP Option with an equivalent vested option over a number of Paddy Power Betfair Shares calculated using the Merger Ratio of 0.4254 Paddy Power Betfair Shares for every one Betfair Share under your DSIP Option (*New Vested Option*) which will have the same original exercise period as your existing DSIP Option.

Choices 1 and 2 may create an immediate income tax liability depending on your personal circumstances.

¹ *The Deferred Share Incentive Plan adopted on 12 November 2012 by the Betfair Board subsequent to a resolution of the Betfair Shareholders on 11 September 2012.*

Choice 3 would enable you to retain an unexercised vested option over Paddy Power Betfair Shares. You would not be a shareholder in Paddy Power Betfair so you would not be entitled to any rights as a shareholder such as dividends or voting rights. However, the number of Paddy Power Betfair Shares under your New Vested Option will increase by a number of Paddy Power Betfair Shares equal in value to the dividends that would have been paid if you had held the number of Paddy Power Betfair Shares under your New Vested Option as a shareholder on each dividend record date occurring during the period between the date of grant of the New Vested Option and the date you exercise your New Vested Option, assuming all such dividends would have been reinvested in Paddy Power Betfair Shares.

If you do nothing, the exercise period will be curtailed and any unexercised DSIP Options will lapse on the Lapse Date.

The Court Sanction date will be shortly before completion of the Merger (the Effective Date). The exact timing of this is not yet fixed but it is currently expected to occur in the first half of 2016. We will notify you as soon as we have a clearer view of the date of expected completion and accordingly of the Lapse Date.

How do I know how many DSIP Options I have?

Your options are all visible in your online Computershare account and are also detailed on the enclosed Election Form. You can login at www.computershare.com/Betfair. You will need your Shareholder Reference Number (SRN, which is shown at the top of the cover letter), and PIN. If you have forgotten your PIN please click on the PIN reminder or call Computershare on +44 (0) 370 707 4010 or email them at betfair@computershare.co.uk.

When can I exercise my DSIP Options?

Vested DSIP Options remain exercisable *at any time* (subject to usual restrictions and permissions) until the Lapse Date (one month after the Court Sanction date).

Unvested DSIP Options will vest in full on the Court Sanction date and you will have until the Lapse Date (one month after the Court Sanction date) to exercise them.

Any unexercised DSIP Options that are not replaced with New Vested Options will lapse on the Lapse Date (one month after the Court Sanction date).

How do I exercise my DSIP Options?

You can log on to your Computershare account any time between now and shortly before the Court Sanction date to exercise DSIP Options that have already vested. We will let you know the exact deadline for online exercising of vested DSIP Options in due course.

Choice 1: If you wish to exercise your DSIP Options on the Court Sanction date you need to tick Box 1A, Box 1B or Box 1C on the enclosed Election Form and return it to Computershare offline.

Should you choose to exercise your DSIP Options on the Court Sanction date and choose to 'hold all' (Box 1C) then the Betfair Shares that you acquire will be transferred to Paddy Power Betfair under the Scheme and you will then receive the same consideration for your Betfair Shares as other Betfair

Shareholders - which is 0.4254 Paddy Power Betfair Shares for each Betfair Share you hold. If you elect to 'hold all' you must ensure that you have transferred to Computershare an amount in cleared funds sufficient to meet any tax and social security withholding obligations that arise on exercise of your DSIP Options by no later than 5 working days before the Court Sanction date. If Computershare does not receive sufficient cleared funds by this deadline, you will be deemed to have elected a 'sell to cover' transaction. Computershare will contact you to confirm the deadline and the amount that you need to transfer and to provide details of how to make a transfer of funds to Computershare.

Should you choose to exercise your DSIP Options on the Court Sanction date and choose either a 'sell to cover' (Box 1B) or 'sell all' (Box 1A) transaction then the following will occur:

- 'sell to cover': the Company will use all reasonable efforts to arrange a sale of a sufficient number of your Betfair Shares to meet any tax and social security withholding obligations that arise on exercise. The remaining Betfair Shares will be subject to the terms of the Merger (as described above). There can be no guarantee that the sale will be possible, in which case it may be necessary for the resulting Paddy Power Betfair Shares which you will receive under the Merger to be sold as soon as reasonably practicable after completion of the Merger.
- 'sell all': the Company will use all reasonable efforts to arrange a sale of all the Betfair Shares you acquire prior to completion of the Merger but there can be no guarantee that this will be possible, in which case it may be necessary for the resulting Paddy Power Betfair Shares which you will receive under the Merger to be sold as soon as reasonably practicable after completion of the Merger.

Sufficient funds to meet any tax and social security withholding obligations that arise on exercise of your DSIP Options will be deducted from the sale proceeds due to you as a result of the sale of your Betfair Shares or, if necessary, your Paddy Power Betfair Shares.

Please refer to Section 2 below for some general information about the tax implications of exercising your DSIP Options at this time.

Choice 2: If you wish to exercise your DSIP Options on or after the Merger becomes effective and before the Lapse Date, you need to tick Box 2 on the Election Form and return it to Computershare offline. At the time you choose to exercise your DSIP Options, you will need to instruct Computershare offline directly by completing an Exercise Form and, if relevant, following the insider process (see below).

The effect of exercising during this period is the same as described above save that, if you elect 'sell to cover' or 'sell all' then this instruction will be carried out in relation to the Paddy Power Betfair Shares which you will receive automatically in exchange for your Betfair Shares.

Please refer to Section 2 below for some general information about the tax implications of exercising your DSIP Options at this time.

How do I elect to receive a New Vested Option?

Choice 3: In order to replace a DSIP Option with a New Vested Option you need to tick Box 3 on the Election Form and return it to Computershare.

What are the terms of the New Vested Options?

If you elect Choice 3, your DSIP Options will be replaced by New Vested Options which will have the same lapse dates as the original DSIP Options. The Merger Ratio of 0.4254 Paddy Power Betfair Shares for every one Betfair Share will be used to calculate the number of Paddy Power Betfair Shares under the New Vested Options, rounded up to the nearest whole share.

What happens if I take no action?

If you do not take any action, your DSIP Options will lapse on the Lapse Date.

Election Form

The Election Form which is enclosed in this pack must be completed in order for you to be granted New Vested Options or for Computershare to be able to complete an exercise transaction at the time that you specify.

Exercise Form

If you choose to exercise your DSIP Options on or after the Effective Date and before the Lapse Date, then you will also need to complete and submit the Exercise Form to Computershare prior to the date on which you wish to exercise. The Exercise Form can be downloaded from your Computershare account or Betfair Today. If you complete the Election Form to indicate that you intend to exercise your DSIP Options on or after the Effective Date and before the Lapse Date and Computershare does not receive your Exercise Form, you will be deemed to have elected to exercise your DSIP Options on the last possible exercise date before the Lapse Date and to have elected a 'sell to cover' transaction.

Insiders

If you are an Insider please refer to the separate Insiders Appendix in this pack for important information that may impact your choices.

Settlement

If you elect Choice 1 or Choice 2 in respect of your DSIP Options, should you have chosen to retain some or all of your shares (i.e. carried out a 'sell to cover' or 'hold all' transaction in relation to your DSIP Options) then the resulting Paddy Power Betfair Shares will be automatically transferred to your Computershare nominee account.

If you elect Choice 3 in respect of your DSIP Options, option certificates for your New Vested Options will be provided to you as soon as possible after completion of the Merger.

Leaving Betfair employment

Please note that the choices described above do not apply to any DSIP Options that have already lapsed or would otherwise lapse (for example on leaving employment) before you have exercised your DSIP Options.

If you are a "good leaver" from Betfair under the DSIP rules (for example because of death, ill health, redundancy or retirement), you will be able to exercise your DSIP Options in accordance with the rules of the DSIP, but you will not be able to exercise DSIP Options after the Lapse Date.

If you leave employment for any other reason, your DSIP Options will lapse immediately upon leaving.

What if the Merger does not complete?

If the Merger does not happen, for whatever reason, your DSIP Options will continue just as they are currently and you will be able to exercise them subject to the rules of the DSIP.

Section 2

DSIP Options - UK tax summary

This Appendix contains a summary of the main UK tax implications of making the choices described in this Appendix for employees of Betfair. The summary is based on existing law and what Betfair and Paddy Power understand to be current HMRC practice as at 31 October 2015. The summary is intended as a general guide only and applies only to participants resident for tax purposes in the UK throughout the time between the date that the DSIP Options were granted to them and the time that they are exercised. It does not constitute tax advice to any individual participant. If you are in any doubt about your taxation position, or you are a resident or otherwise subject to taxation in a jurisdiction outside the UK and in particular if your tax residency has changed during the period between grant and exercise, you should consult your own tax adviser immediately.

Income tax and National Insurance contributions

Choices 1 and 2:

If you exercise a DSIP Option, income tax and employees' National Insurance Contributions (*NICs*) will be payable on the market value of the Betfair Shares at the time of exercise (the *Option Gain*). The date of exercise will be the Court Sanction date if you elect Choice 1.

If you exercise your DSIP Option on or after the Effective Date (Choice 2), we expect the market value of a Betfair Share for this purpose to be equal to the market value of the consideration paid by Paddy Power under the terms of the Merger being, for each Betfair Share, 0.4254 Paddy Power Shares at the time the DSIP Options are exercised.

Choice 3:

There is no income tax or *NICs* to pay on the replacement of the vested DSIP Options with New Vested Options. Income tax and *NICs* may be payable on the exercise of the New Vested Options at a later date.

Capital gains tax (*CGT*)

CGT is chargeable on your aggregate capital gains (less allowable losses) in a tax year to the extent they exceed your *CGT* annual exemption in the relevant tax year. For the tax year ending 5 April 2016, the annual exemption is £11,100.

The *CGT* rules are complicated. However, in summary, on the disposal of shares any gain will normally be calculated as the difference (if any) between the disposal proceeds and the "base cost" of the shares being disposed of.

The "base cost" of a Betfair Share acquired on the exercise of a DSIP Option will normally be equal to the amount on which tax is payable. The base cost of a Betfair Share acquired on the exercise of a DSIP Option should therefore be equal to its market value on the date of exercise. The market value of a Betfair Share acquired from the exercise of a DSIP Option on or at any time before the Court Sanction will be derived from the quoted price for a Betfair Share. The market value of a Betfair Share acquired from the exercise of a DSIP Option on or after the Effective Date until the Lapse Date, is expected to be derived from 0.4254 of the quoted price for a Paddy Power Betfair Share.

However, for *CGT* purposes there are share identification rules (described briefly below) that determine which shares you are deemed to have disposed of.

Choice 1: If you exercise your DSIP Options on the Court Sanction date and you elect a 'sell all' or 'sell to cover' transaction, the sale of your Betfair Shares either in whole (if you elect to 'sell all') or to meet income tax and NICs liabilities (if you elect to 'sell to cover') will be a disposal for CGT purposes. No chargeable gain is expected to arise if the Betfair Shares are sold on the same day as the DSIP Option is exercised. However, whilst the Company will use all reasonable efforts to arrange a sale on this basis there can be no guarantee that this will be possible and it is possible that a chargeable gain (or loss) may arise due to a change in the share price from the date of exercise to the date of the eventual sale.

If you elect to 'hold all' or 'sell to cover', receipt of the Paddy Power Betfair Shares under the Scheme in exchange for the Betfair Shares you have not sold should not be treated for CGT purposes as a disposal of the Betfair Shares you acquire on the exercise of your DSIP Options. CGT may be payable on any later sale of the Paddy Power Betfair Shares you receive.

The exchange of the Betfair Shares which you acquire from the exercise of DSIP Options or other options or awards over Betfair Shares under the Betfair Employee Share Plans before the Scheme Record Time for Paddy Power Betfair Shares under the Scheme should be treated as a reorganisation for the purposes of CGT. This means you should not be treated as having made a disposal of your Betfair Shares for CGT purposes as a result of the exchange, and the Paddy Power Betfair Shares issued to you should be treated as the same asset as the relevant Betfair Shares. The Paddy Power Betfair Shares should therefore have the same base cost for CGT purposes as the Betfair Shares they replace. The above treatment will apply only if the exchange is effected for bona fide commercial reasons and does not form part of arrangements of which the main purpose, or one of the main purposes, is an avoidance of a liability to capital gains tax or corporation tax. You are advised in this regard that HMRC has granted clearance under section 138 of the Taxation of Chargeable Gains Act 1992.

Choice 2:

If you exercise your DSIP Options on or after the Effective Date you will automatically receive Paddy Power Betfair Shares in exchange for the Betfair Shares you acquire on the exercise of your DSIP Options. Receipt of the Paddy Power Betfair Shares in exchange for the Betfair Shares should not be treated for CGT purposes as a disposal of those Betfair Shares.

The exchange of the Betfair Shares which you acquire from the exercise of DSIP Options for Paddy Power Betfair Shares should be treated as a reorganisation for the purposes of CGT. This means you should not be treated as having made a disposal of your Betfair Shares for CGT purposes as a result of the exchange, and the Paddy Power Betfair Shares issued to you should be treated as the same asset as the relevant Betfair Shares. The Paddy Power Betfair Shares should therefore have the same base cost for CGT purposes as the Betfair Shares they replace. The above treatment will apply only if the exchange is effected for bona fide commercial reasons and does not form part of arrangements of which the main purpose, or one of the main purposes, is an avoidance of a liability to capital gains tax or corporation tax. You are advised in this regard that HMRC has granted clearance under section 138 of the Taxation of Chargeable Gains Act 1992.

If you elect a 'sell all' or 'sell to cover' transaction, the sale of your Paddy Power Betfair Shares either in whole (if you elect to 'sell all') or to meet income tax and NICs liabilities (if you elect to 'sell to cover') will be a disposal for CGT purposes. No chargeable gain is expected to arise if the Paddy Power Betfair Shares are sold on the same day as the DSIP Option is exercised.

If you elect a 'hold all' or 'sell to cover' transaction, CGT may be payable on any later sale of the Paddy Power Betfair Shares which you retain.

Choice 3:

No CGT is payable on the replacement of the vested DSIP Options with New Vested Options.

CGT identification rules

CGT identification rules can, in certain circumstances, affect the calculation of any CGT liability. This is a complex area and you are strongly advised to get specialist independent financial advice. For further information, visit:

<http://www.hmrc.gov.uk/manuals/cgmanual/CG51560.htm>.

Accounting for income tax and CGT

In accordance with the DSIP rules, unless you elect a 'hold all' transaction and transfer sufficient funds to Computershare to meet the liability in respect of income tax and National Insurance contributions prior to exercise, Betfair will sell or procure the sale of sufficient Betfair Shares and/or the resulting Paddy Power Betfair Shares on your behalf in order to pay the amount of income tax and NICs due on the exercise of your DSIP Option. This will be accounted for via PAYE.

Any CGT on the sale of Betfair Shares or the sale of any Paddy Power Betfair Shares is payable by you to HMRC under self-assessment. You are recommended to put aside money to pay any tax due when the time comes.

Under self-assessment rules you are required to provide HMRC with all information needed to calculate your taxable income and any chargeable gains. Even if you do not automatically receive a tax return, you must request one from HMRC.

If these liabilities arise on or before 5 April 2016, the tax would be due to be paid to HMRC by 31 January 2017 at the latest. If they arise on or after 6 April 2016, the tax would be due to be paid to HMRC by 31 January 2018 at the latest. You may be required to make tax payments earlier than these dates if you are liable to make payments on account. If you send in a paper tax return, it must be returned by no later than 31 October after the end of the tax year in which the Option exercise or disposal of shares occurs. If you file your tax return online, you must do so by no later than the following 31 January. For further information, visit www.hmrc.gov.uk/sa.