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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

4 December 2020

## Flutter Entertainment plc ("Flutter" or the "Company" or the "Group")

## **Result of Placing**

Flutter announces the successful pricing of the non-pre-emptive placing of new ordinary shares of €0.09 each in the share capital of the Company (the "**Ordinary Shares**") announced yesterday (the "**Placing**").

A total of approximately 8m new Ordinary Shares in the Company (the "**Placing Shares**") have been placed by Goldman Sachs International and J&E Davy ("**Davy**") at a price of 14,000 pence per Placing Share (the "**Placing Price**"), raising gross proceeds of approximately £1.1bn. The Euro Placing Price, for those participants in the Placing who have elected to settle in Euros, is €155.44. Goldman Sachs International and Davy (together, the "**Bookrunners**") are acting as joint global coordinators and joint bookrunners in connection with the Placing.

The Placing Shares represent approximately 5.2% of the Company's issued share capital immediately prior to the Placing (excluding treasury shares). The Placing Price represents a premium to the intra-day price at time of launch of approximately 3.4% and discount of approximately 2.1% to the closing price on 3 December 2020.

The Placing Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the existing Ordinary Shares (other than treasury shares which are non-voting and do not qualify for dividends), including the right to receive all dividends and other distributions declared, made or paid in respect of Ordinary Shares after the date of issue.

Flutter consulted with a number of its major shareholders prior to the Placing and has respected the principles of pre-emption through the allocation process insofar as possible. The Company is pleased by the strong support it has received from new and existing shareholders.

Applications have been made for the admission of 8,004,503 new Ordinary Shares to (a) the premium listing segment of the Official List of the Financial Conduct Authority of the United Kingdom (the "**FCA**") and to trading on the London Stock Exchange plc's (the "**London Stock Exchange**") main market for listed securities and (b) to a secondary listing on the Official List of The Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") and to trading on the Euronext Dublin Market operated by Euronext Dublin (together, "**Admission**").

It is expected that settlement of the Placing Shares will occur, Admission will become effective and that dealings will commence in the Placing Shares at 8.00 a.m. on 8 December 2020. The Placing is conditional, among other things, upon Admission becoming effective and the placing agreement between the Company, Goldman Sachs International and Davy not being terminated in accordance with its terms.

Following Admission, the total number of shares in issue in the Company will be 165,132,387 (including 1,965,600 treasury shares). Therefore, following Admission, the total number of voting shares in Flutter in issue will be 163,166,787. This figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in the Company under the Transparency (Directive 2004/109/EC) Regulations 2007 of Ireland and the Irish Transparency Rules.

## Smaller related party transaction

The Capital Group Companies, Inc. together with certain client and fund accounts in respect of which affiliates of The Capital Group Companies, Inc. act as discretionary investment adviser (collectively, "Capital Group") is a substantial shareholder in the Company for the purposes of the listing rules of the Financial Conduct Authority (the "UK Listing Rules") and is therefore considered to be a related party of the Company.

Capital Group has agreed to subscribe for 1,441,038 Placing Shares at the Placing Price for an aggregate consideration of approximately £202m. The participation in the Placing by Capital Group constitutes a "smaller" related party transaction and falls within UK Listing Rule 11.1.10R.

This Announcement should be read in its entirety. In particular, you should read and understand the information provided in the "*Important Notice*" section of this Announcement.

The person responsible for arranging release of this Announcement on behalf of Flutter is Edward Traynor, Company Secretary of Flutter.

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Members of the public are not eligible to take part in the Placing. This Announcement is directed only at and may only be communicated to: (A) persons in a Member State of the European Economic Area who are qualified investors ("Qualified Investors") within the

meaning of Article 2(e) of Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market; or (B) in the United Kingdom, Qualified Investors who are also (I) persons having professional experience in matters relating to investments who fall within the definition of "investment professional" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 of the United Kingdom, as amended (the "**Order**"), (II) persons who fall within Article 49(2)(a) to (d) ("High Net Worth Companies, Unincorporated Associations, etc") of the Order, or (III) persons to whom it may otherwise be lawfully communicated (all such persons referred to in (A) and (B) above together being referred to as "**Relevant Persons**").

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Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MIFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any 'manufacturer' (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares have been subject to a product approval process, which has determined that the Placing Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Placing Shares may decline and investors could lose all or part of their investment; the Placing Shares offer no guaranteed income and no capital protection; and an investment in the Placing Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Goldman Sachs International and Davy will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase or take any other action whatsoever with respect to the Placing Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and determining appropriate distribution channels.

This Announcement contains (or may contain) certain forward-looking statements with respect to certain of the Company's current expectations and projections about future events and the Company's future financial condition and performance. These statements, which sometimes use words such as "aim", "anticipate", "believe", "may", "will", "should", "intend", "plan", "assume", "estimate", "expect" (or the negative thereof) and words of similar meaning, reflect the directors' current beliefs and expectations and involve known and unknown risks, uncertainties and assumptions, many of which are outside the Company's control and difficult to predict, that could cause actual results and performance to differ materially from any expected future results or performance expressed or implied by the forward-looking statement. Statements contained in this Announcement regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Many factors could cause actual results, performance or achievements to differ materially from those projected or implied in any forward-looking statements. The important factors that could cause the Company's actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, the macroeconomic environment (including, the impact of COVID-19), economic and business cycles, the terms and conditions of the Company's financing arrangements, foreign currency rate fluctuations, competition in the Company's principal markets, acquisitions or disposals of businesses or assets and trends in the Company's principal industries. Due to such uncertainties and risks, readers are

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Any indication in this Announcement of the price at which Ordinary Shares have been bought or sold in the past cannot be relied upon as a guide to future performance. The price of shares and the income from them may go down as well as up and investors may not get back the full amount invested on disposal of shares acquired. Past performance is no guide to future performance and persons needing advice should consult an independent financial adviser.

The Placing Shares to be issued pursuant to the Placing will not be admitted to trading on any stock exchange other than the Main Market of the London Stock Exchange and the Euronext Dublin Market of Euronext Dublin.

Persons (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward a copy of this Announcement should seek appropriate advice before taking any action.

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