

Flutter Entertainment plc (the "Company")
Form of Proxy: Extraordinary General Meeting ("EGM") to be held on Tuesday, 21 April 2020 at 11.00am at Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland.

Please indicate with an "X" in the boxes below how you wish your votes to be cast.

Resolutions to be voted on are set out in detail in the Notice of Extraordinary General Meeting.				Flutter Entertainment plc Form of Proxy for EGM
SPECIAL BUSINESS	For	Against	Vote Withheld	
1. ORDINARY RESOLUTION TO APPROVE THE RECOMMENDED ALL-SHARE COMBINATION BETWEEN THE COMPANY AND THE STARS GROUP INC. (THE "COMBINATION")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<p>I/We being (a) member(s) of the Company HEREBY APPOINT the Chair of the board of directors of the Company (the "Board") or any other person appointed by the board or;²</p> <p>_____</p> <p>_____</p> <p>to act as my/our proxy and to vote in respect of my/our holding on any matter at the EGM of the Company to be held at 11.00am on Tuesday, 21 April 2020 and at any adjournment thereof. I/We direct my/our proxy to vote on the resolutions set out in the Notice of the EGM as instructed and in respect of other resolutions that may arise at the EGM as the proxy thinks fit. This proxy may be exercised in respect</p> <p>of all/_____ ⁶ shares registered in my/our name(s).</p> <p>I/We confirm that I/we have read and agree to be bound by the notes set out overleaf (which are deemed comprised within the terms of this Form of Proxy).</p> <p>Signed: _____</p> <p>Date: _____</p>
2. ORDINARY RESOLUTION TO AUTHORISE THE DIRECTORS TO ALLOT SHARES IN CONNECTION WITH THE COMBINATION	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
3. ORDINARY RESOLUTION TO INCREASE THE MAXIMUM NUMBER OF DIRECTORS OF THE COMPANY	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
4. ORDINARY RESOLUTION TO APPROVE THE CAPITALISATION OF THE COMPANY'S MERGER RESERVE ACCOUNT BALANCE FOLLOWING THE COMBINATION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. SPECIAL RESOLUTION TO APPROVE A REDUCTION IN THE COMPANY CAPITAL OF THE COMPANY	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
6. SPECIAL RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION TO REDUCE THE QUORUM FOR GENERAL MEETINGS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Extraordinary General Meeting 2020

IVC:

The EGM will be held on Tuesday, 21 April 2020 at 11.00am at Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland.

Signature of person attending: _____

If attending as a proxy please tick this box and print full name below

Attendance Form

Please do not post this section of the form but hand in at the EGM reception desk.

Notes on completing the Form of Proxy:

1. A shareholder who is entitled to attend, speak, ask questions and vote at the EGM is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf. A proxy need not be a shareholder of the Company but must attend the EGM to represent the shareholder.
2. If you wish to appoint a proxy other than the Chair of the Board or any other person appointed by the Board please insert his/her name in the space provided and delete "the Chair of the Board of directors of the Company (the "Board") or any other person appointed by the Board or" and initial the changes.
3. Please indicate how you wish your proxy to vote by placing an "X" in the appropriate box. If no specific instructions are given, the proxy will vote or withhold your vote at his/her discretion. The Vote Withheld option is provided to enable you to abstain on any particular resolution. It should be noted, however, that it is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution. Unless otherwise directed and in respect of any other resolutions moved during the EGM, the proxy will vote as he/she thinks fit or abstain from voting.
4. On any other business which may properly come before the EGM or any adjourned EGM and whether procedural and/or substantive in nature (including any motion to amend a resolution or adjourn the EGM) not specified in the Notice of the EGM or this Form of Proxy, the proxy will act at his/her discretion.
5. A shareholder may appoint more than one proxy to attend and vote at the EGM provided each proxy is appointed to exercise rights attached to different shares held by that shareholder. A shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that shareholder. If you wish to appoint more than one proxy, please contact the Company's Registrars, Link Registrars Limited, at +353 (0)1 553 0050.
6. Where a proxy is not to have the authority to vote all shares registered in the name of the Shareholder, the Shareholder should specify the number of shares which may be voted by the proxy, where indicated above. Where the number of shares is not inserted, a proxy will be deemed to have authority to vote all of the shares registered in the Shareholder's name.
7. Pursuant to section 1105(2) of the Companies Act 2014 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, entitlement to attend and vote at the EGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 7.00pm on Sunday, 19 April 2020 (or in the case of any adjournment as at 7.00pm on the day which is two days before the date of the adjourned EGM). 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 EGM.
8. To be valid, Form(s) of Proxy duly signed together with the power of attorney or such other authority (if any) under which they are signed (or a certified copy of such power or authority) must be lodged with the Company's Registrar, Link Registrars Limited, P.O. Box 1110, Maynooth, Co. Kildare, Ireland (if delivered by post) or at Link Registrars Limited, Level 2, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland (if delivered by hand) or received by the Company at its registered office, by no later than 11.00am on Sunday, 19 April 2020 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting).
9. The Form of Proxy must (i) in the case of an individual, be signed by the appointer or by his/her attorney; and (ii) in the case of a body corporate, be given either under its common seal or be signed on its behalf by its duly authorised officer or attorney.
10. In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s). Seniority for this purpose being determined by the order in which the names stand on the Register of Members in respect of the joint holding.
11. The completion and return of a Form of Proxy (including an electronic proxy appointment or an appointment via the CREST electronic proxy appointment service) will not prevent a shareholder from attending and voting in person at the EGM, or any adjournment thereof, should they wish to do so.
12. Any alterations made to this Form of Proxy should be initialled.
13. In addition to note 8 above and subject to the Articles of Association of the Company, the appointment of a proxy or proxies may also:
 - a. be submitted electronically by logging on to the website of the registrar, Link Registrars Limited at www.fluttershares.com. Shareholders will be asked to enter the Investor Code (IVC) as printed on their Form of Proxy and agree to certain conditions. A Shareholder wishing to appoint a proxy by electronic means may do so any time up to 11.00am on Sunday, 19 April 2020 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting); or
 - b. be submitted through CREST in the case of CREST personal members, CREST sponsored members or CREST members who have appointed voting service providers. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual and be received by Link Registrars Limited under CREST Participant ID 8RA56 by 11.00am on 19 April 2020 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Registrars Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s)), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.
14. The reverse is how your address appears on the Register of Members. If this information is incorrect please notify the Company's Registrar, Link Registrars Limited by post to P.O. Box 1110, Maynooth, Co. Kildare, Ireland or go to www.fluttershares.com.