

Definitions

A brief explanation of some definitions

Award means a restricted share award over shares (i.e. an RSU);

Betfair Group means Betfair and its subsidiary undertakings and associated undertakings and, where the context permits, each of them;

Betfair means Betfair Group plc;

Betfair Shareholders means the holders of Betfair Shares;

Betfair Shares means ordinary shares of £0.00095 each in the share capital of Betfair;

Combined Group means the combined Paddy Power Group and the Betfair Group following completion of the Merger;

Computershare means: (i) in relation to the BETSAVE Ireland Savings-Related Share Option Scheme approved by the Revenue Commissioner on 17 July 2013 and 15 October 2014, Computershare Investor Services (Ireland) Limited whose registered office is at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland; and (ii) in relation to all other plans, Computershare Investor Services PLC whose registered office is at The Pavilions, Bridgwater Road, Bristol, BS13 8AE;

Court means the High Court of Justice in England and Wales;

Court Sanction means the order of the Court sanctioning the Scheme under section 899 of the Companies Act 2006;

Effective Date means the date on which the Scheme becomes effective in accordance with its terms i.e. the completion of the Merger;

Election Form means the form or forms of election relating to your Options or Awards enclosed with this letter;

Equiniti means Equiniti Limited;

HMRC means HM Revenue & Customs;

Letter means the letter to participants in the Betfair Employee Share Plans dated 27 November 2015;

Merger Ratio means 0.4254 Paddy Power Betfair Shares for every one Betfair Share;

Option or Options means an option to acquire shares in the future;

Paddy Power Betfair means the parent company of the Combined Group from the Effective Date (being Paddy Power plc, proposed to be renamed "Paddy Power Betfair plc");

Paddy Power Betfair Shares means ordinary shares of €0.09 each in the capital of Paddy Power Betfair;

Paddy Power Group means Paddy Power and its subsidiary undertakings and associated undertakings and, where the context permits, each of them;

Paddy Power means Paddy Power plc;

Paddy Power Shareholders means the holders of Paddy Power Shares;

Paddy Power Shares means ordinary shares of €0.09 each in the capital of Paddy Power;

Scheme Document means the document setting out the terms of the Scheme dated 27 November 2015 sent to Betfair Shareholders;

Scheme means the procedure by which Paddy Power will become the holder of the entire issued and to be issued ordinary share capital of Betfair;

Scheme Record Time means the time and date specified as such in the Scheme Document or such later time as Betfair and Paddy Power may agree;

SDRT means Stamp Duty Reserve Tax;

Suspension Time means the time when dealings in Betfair Shares are suspended, being 1 hour prior to the Scheme Record Time;

Tax Withholding Liabilities means the aggregate withholding obligations in respect of income tax and/or social security contributions or other amounts payable by a participant's nominee or by a participant's employer or former employer to the appropriate authorities in relation to the exercise of an Option or the vesting of an Award.