



Flutter Entertainment plc (the "Company") Form of Proxy: Annual General Meeting ("AGM") to be held on Thursday, 27 April 2023 at 11.00 am at Belfield Office Park, Beech Hill Road, Clonskeagh, Dublin, D04 V972, Ireland.

### Flutter Entertainment plc Form of Proxy for AGM

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;<sup>3</sup>

to act as my/our proxy and to vote in respect of my/our holding on any matter at the AGM of the Company to be held at 11.00 am on Thursday, 27 April 2023 and at any adjournment thereof. I/We direct my/our proxy to vote on the resolutions set out in the Notice of the AGM as instructed and in respect of other resolutions that may arise at the AGM as the proxy thinks fit. This proxy may be exercised in respect

of all/ \_\_\_\_\_ 7 shares registered in my/our name(s).

I/We<sup>11</sup> confirm that I/we<sup>11</sup> 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).

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

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 Annual General Meeting.

#### ORDINARY BUSINESS

1. FOLLOWING A REVIEW OF THE COMPANY'S AFFAIRS, TO RECEIVE AND CONSIDER THE COMPANY'S FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITOR THEREON.

FOR AGAINST WITHHOLD

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2. TO RECEIVE AND CONSIDER THE REMUNERATION CHAIR'S STATEMENT AND THE ANNUAL REPORT ON REMUNERATION.

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3. TO RECEIVE AND CONSIDER THE 2023 DIRECTORS' REMUNERATION POLICY.

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4A. TO ELECT PAUL EDGECLIFFE-JOHNSON

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4B. TO ELECT CAROLAN LENNON

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5A. TO RE-ELECT NANCY CRUICKSHANK

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5B. TO RE-ELECT NANCY DUBUC

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5C. TO RE-ELECT RICHARD FLINT

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5D. TO RE-ELECT ALFRED F. HURLEY, JR.

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5E. TO RE-ELECT PETER JACKSON

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5F. TO RE-ELECT HOLLY KELLER KOEPEL

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5G. TO RE-ELECT DAVID LAZZARATO

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5H. TO RE-ELECT GARY MCGANN

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5I. TO RE-ELECT ATIF RAFIQ

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5J. TO RE-ELECT MARY TURNER

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6. TO AUTHORISE THE DIRECTORS TO FIX THE REMUNERATION OF THE EXTERNAL AUDITOR FOR THE YEAR ENDING 31 DECEMBER 2023.

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7. SPECIAL RESOLUTION TO MAINTAIN THE EXISTING AUTHORITY TO CONVENE AN EXTRAORDINARY GENERAL MEETING ON 14 CLEAR DAYS' NOTICE.

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#### SPECIAL BUSINESS

8. ORDINARY RESOLUTION TO AUTHORISE THE DIRECTORS TO ALLOT SHARES.

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9A. SPECIAL RESOLUTION TO DISAPPLY STATUTORY PRE-EMPTION RIGHTS.

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9B. SPECIAL RESOLUTION TO DISAPPLY ADDITIONAL STATUTORY PRE-EMPTION RIGHTS IN CONNECTION WITH ACQUISITIONS/SPECIFIED CAPITAL INVESTMENTS.

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10. SPECIAL RESOLUTION TO AUTHORISE THE COMPANY TO MAKE MARKET PURCHASES OF ITS OWN SHARES.

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11. SPECIAL RESOLUTION TO DETERMINE THE PRICE RANGE AT WHICH TREASURY SHARES MAY BE REISSUED OFF-MARKET.

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12. ORDINARY RESOLUTION TO ADOPT THE FLUTTER ENTERTAINMENT PLC 2023 LONG TERM INCENTIVE PLAN.

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13. ORDINARY RESOLUTION TO AMEND THE FLUTTER ENTERTAINMENT PLC 2016 RESTRICTED SHARE PLAN.

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14. SPECIAL RESOLUTION FOR AUTHORISATION TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY.

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### Annual General Meeting 2023

IVC:

The AGM will be held on Thursday, 27 April 2023 at 11.00 am at Belfield Office Park, Beech Hill Road, Clonskeagh, Dublin, D04 V972, Ireland.

### Attendance Form

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

Signature of person attending: \_\_\_\_\_

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

#### Notes on completing the Form of Proxy:

1. Following the migration of the Company's ordinary shares from the CREST system ("CREST") to the securities settlement system operated by Euroclear Bank SA/NV ("Euroclear Bank") (the "EB System") on 15 March 2021, the process for appointing a proxy and/or voting at the meeting will depend on the manner in which you hold your ordinary shares. This Form of Proxy is for completion by shareholders whose names appear on the register of members of the Company (i.e. those who hold their ordinary shares in certificated (i.e. paper) form) and who wish to appoint a proxy for the AGM. Persons who hold their interests in ordinary shares as Belgian law rights through the EB System or as CREST Depository Interests ("CDIs") through CREST should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems. These processes and timelines are described in more detail under the heading "Further action" in the Letter from the Chair to shareholders in respect of the AGM and in notes 9 and 10 to the Notice of AGM. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.
2. A shareholder who is entitled to attend, speak, ask questions and vote at the AGM 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 AGM to represent the shareholder.
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 AGM, the proxy will vote as he/she thinks fit or abstain from voting.
4. On any other business which may properly come before the AGM or any adjourned AGM and whether procedural and/or substantive in nature (including any motion to amend a resolution or adjourn the AGM) not specified in the Notice of the AGM 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 AGM 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. 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 7117, Dublin 2, Ireland (if delivered by post) or at Link Registrars Limited, Suite 149, The Capel Building, Mary's Abbey, Dublin 7, D07 DP79, Ireland (if delivered by hand) or received by the Company at its registered office, by no later than 11.00 am on Tuesday, 25 April 2023 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting).
8. 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.

9. As an alternative to completion of a Form of Proxy, subject to the Articles of Association of the Company, a registered shareholder may also appoint a proxy or proxies electronically by logging on to the website of the registrar, Link Registrars Limited at [www.fluttershares.com](http://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 11.00 am on Tuesday, 25 April 2023 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting). Link Registrars Limited, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



Apple App Store



Google Play

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 as described above) will not prevent a shareholder from attending and voting in person at the AGM, or any adjournment thereof, should they wish to do so.
12. Any alterations made to this Form of Proxy should be initialled.
13. All proxy voting instructions (whether submitted directly by way of a completed Form of Proxy in the case of holders of ordinary shares in certificated (i.e. paper) form or through the Euroclear System (in the case of Euroclear Bank participants) or CREST (in the case of holders of CDIs)) must be received by the Company's Registrar by no later than 11.00 am on Tuesday, 25 April 2023 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting). Persons holding interests in ordinary shares through the Euroclear System or CREST (via a holding in CDIs) will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.
14. Pursuant to section 1087G of the Companies Act 2014, the Company specifies that only those shareholders on the register of members as at 7.00 pm on Sunday, 23 April 2023, will be entitled to attend, speak, ask questions and vote at the AGM in respect of the number of shares registered in their names at that time (or in the case of any adjournment, as at the close of business on the day which is four days before the date of the adjourned AGM). 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 AGM.
15. In accordance with the Articles of Association of the Company, notice is hereby given that all resolutions at the AGM are to be decided by way of poll. On a poll vote, every member present in person or by proxy has one vote for every ordinary share of which he/she is the holder. Pursuant to Section 190(b) of the Companies Act 2014, where a poll is taken at the AGM, a member, present in person or by proxy, holding more than one share need not cast all of his/her votes in the same way.
16. 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 7117, Dublin 2, Ireland or go to [www.fluttershares.com](http://www.fluttershares.com).