

SCHEME EFFECTIVE AND DELISTING OF BETFAIR SHARES

Released : 02 Feb 2016 08:00

RNS Number : 7164N
Betfair Group PLC
02 February 2016

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION

For immediate release

2 February 2016

RECOMMENDED ALL SHARE MERGER BY WAY OF AN ACQUISITION BY PADDY POWER PLC OF BETFAIR GROUP PLC

Scheme becoming Effective and delisting and cancellation of trading of Betfair Shares

On 8 September 2015, the boards of Betfair Group plc ("**Betfair**") and Paddy Power plc ("**Paddy Power**") announced that they had reached an agreement regarding the terms of a recommended all share merger to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**") through which the entire issued and to be issued ordinary share capital of Betfair will be acquired by Paddy Power (the "**Merger**").

Betfair and Paddy Power are pleased to announce that the Scheme has now become effective. This follows the Court's sanction of the Scheme at the Court Hearing held on 1 February 2016.

Further to the Scheme becoming effective pursuant to Listing Rule 5.3 and the subsequent publication of the relevant dealing notice by the Financial Conduct Authority, Betfair confirms that trading in the Betfair Shares on the London Stock Exchange's market for listed securities and the listing of the Betfair Shares on the Official List were cancelled with effect from 8.00 a.m. today.

New Paddy Power Betfair Shares being issued to Betfair Shareholders pursuant to the Scheme were admitted to listing and trading on the London Stock Exchange and Irish Stock Exchange at 8.00 a.m. today.

Betfair Shareholders are referred to paragraph 2 of the section headed "Irish taxation" in Part VII (Taxation) of the Paddy Power Betfair Prospectus for information regarding the entitlement of certain shareholders to exemption from Irish dividend withholding tax ("**DWT**") which must otherwise be deducted from dividends paid by Paddy Power Betfair. As explained in the letter to shareholders dated 27 November 2015, Betfair Shareholders entitled to, and wishing to benefit from, the exemption from DWT will need to submit a properly completed exemption form to Paddy Power Betfair's Registrar. Please note that the Irish Revenue has agreed to grant a period of grace of one year, ending on 31 March 2017, for Betfair Shareholders on the register at the Scheme Record Date to put in place properly completed exemption forms. During this period, such Betfair Shareholders will be entitled to receive dividends from Paddy Power Betfair without deduction of DWT, provided the registered address of such Betfair Shareholder is in a Relevant Territory. Dividends paid by Paddy Power Betfair after 31 March 2017 will be subject to deduction of DWT, unless a Betfair Shareholder entitled to the benefit of exemption from DWT has submitted a properly completed exemption form to Paddy Power Betfair's Registrar before that date. The period of grace described in this paragraph will not apply to an existing Shareholder of Betfair who is also a Paddy Power Shareholder on the Effective Date, to anyone acquiring shares in Paddy Power Betfair after the Effective Date, nor to any Betfair Shareholder with a registered address outside a Relevant Territory. Any such person should follow the normal procedures to claim the benefit of any exemption from DWT to which they are entitled.

Capitalised terms used in the above paragraph but not otherwise defined have the meaning given to them in the Paddy Power Betfair Prospectus. Terms and expressions used elsewhere in this announcement but not otherwise defined have the meaning given to them in the Scheme Document.

Enquiries:

Betfair Group plc
Paul Rushton, Investor Relations

+44 (0) 208 834 6139

Goldman Sachs International
Anthony Gutman
Nick Harper
Stephen Little
Richard Cormack (Corporate Broking)

+44 (0) 207 774 1000

The distribution of this announcement in jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe, such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

Goldman Sachs International, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Betfair and no one else in connection with the Merger and the other matters referred to in this announcement, and will not be responsible to anyone other than Betfair for providing the protections afforded to clients of Goldman Sachs International or for providing advice in relation to the Merger or in connection with the other matters referred to in this announcement.

END

SOAFFLLBQLFFBBV