

# Notice of Annual General Meeting of Paddy Power plc

NOTICE is hereby given that the Annual General Meeting of Paddy Power plc (the 'Company') will be held at The Shelbourne Hotel, St Stephens Green, Dublin 2 at 11.00 am on Thursday, 15 May 2008 for the following purposes:

To consider and if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

1. **To receive and consider the financial statements for the year ended 31 December 2007 and the reports of the Directors and Auditors thereon.**
2. **To declare a final dividend of 35.00 cent per share for the year ended 31 December 2007.**
3. **To re-elect by separate resolution**  
Resolution 3 (a) Brody Sweeney  
Resolution 3 (b) Breon Corcoran

who retire in accordance with Regulation 87 of the Articles of Association and, being eligible, offer themselves for re-election.

4. **To authorise the directors to fix the remuneration of the Auditors for the year ending 31 December 2008.**

As Special Business

As special business to consider and, if thought fit, pass the following resolutions:

**5. As a special resolution**

"That for the purposes of Regulation 8(d) of the Articles of the Association of the Company, the directors are hereby empowered to allot equity securities (as defined in Section 23 of the Companies (Amendment) Act 1983) for cash pursuant to and in accordance with the provisions of their authority pursuant to Section 20 of the Companies (Amendment) Act 1983 as if sub-section (1) of Section 23 of the Companies (Amendment) Act did not apply to any such allotment provided that, pursuant to Regulation 8(d)(ii), the maximum aggregate nominal value of shares to which this authority relates shall be an aggregate nominal value of €240,383 or five percent of the Company's issued ordinary share capital at the close of business on the date on which this resolution shall be passed; and the authority hereby conferred shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company or 14 November 2009 unless previously renewed, varied or revoked by the Company in general meeting."

**6. As a special resolution**

"That the Company and/ or any subsidiary (being a body corporate referred to in the European Communities (Public Limited Companies Subsidiaries) Regulations 1997) of the Company be generally authorised to make market purchases (as defined by Section 212 of the Companies Act 1990) of shares of any class of the Company on such terms and conditions and in such manner as the directors may from time to time determine in accordance with and subject to the provisions of the Companies Act 1990 and to the restrictions and provisions set out in Regulation 47(a) of the Articles of Association of Company and that the authority hereby conferred shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the

Company or 14 November 2009 unless, in any such case, previously renewed, varied or revoked by the Company in general meeting."

**7. As a special resolution**

"That the re-issue price range at which any treasury share (as defined in Section 209 of the Companies Act 1990) for the time being held by the Company, may be re-issued off market, shall be the price range set out in Article 47(b) of the Articles of Association of the Company; and the authority hereby conferred shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company or 14 November 2009 unless, in any such case, previously renewed, varied or revoked in accordance with the provisions of Section 209 of the Companies Act 1990."

**8. As an ordinary resolution**

"That the amendments to the Rules of the Paddy Power plc November 2000 Share Option Scheme summarised in the Appendix to the Letter from the Chairman of the Company dated 2 April 2008 be approved and that such rules as so amended and produced in draft to this meeting and, for the purposes of identification, signed by the Chairman, be adopted and the directors be authorised to do all acts and things as they may consider appropriate to implement the amended Paddy Power plc November 2000 Share Option Scheme."


**9. As an ordinary resolution**

"That the amendments to the Rules of the Paddy Power plc Second Tier Share Option Scheme summarised in the Appendix to the Letter from the Chairman of the Company dated 2 April 2008 be approved and that such rules as so amended and produced in draft to this meeting and, for the purposes of identification, signed by the Chairman, be adopted and the directors be authorised to do all acts and things as they may consider appropriate to implement the amended Paddy Power plc Second Tier Share Option Scheme."

**10. As an ordinary resolution**

"That the amendments to the Rules of the Paddy Power plc 2004 Long Term Incentive Plan summarised in the Appendix to the Letter from the Chairman of the Company dated 2 April 2008 be approved and that such rules as so amended and produced in draft to this meeting and, for the purposes of identification, signed by the Chairman, be adopted and the directors be authorised to do all acts and things as they may consider appropriate to implement the amended Paddy Power plc 2004 Long Term Incentive Plan."

By Order of the Board



**David Johnston**  
*Company Secretary*

2 April 2008

Registered Office:  
Airton House  
Airton Road  
Tallaght  
Dublin 24