



NOTICE OF ANNUAL GENERAL MEETING

WILLIAM HILL PLC

(Incorporated in England and Wales under the Companies Act 1985, Registered Number 4212563)

Notice is hereby given that the Annual General Meeting of shareholders of William Hill PLC (the **Company**) will be held at the Cavendish Conference Centre, 22 Duchess Mews, London W1G 9DT on Thursday 15 May 2008 at 11.00 am. Each of the resolutions numbered 1 to 12 (inclusive) to be considered at the meeting will be ordinary business and each of the resolutions numbered 13 to 15 will be special business.

1. To receive the directors' report and accounts for the fifty-three weeks ended 1 January 2008.
2. To approve the Directors' Remuneration Report.
3. To declare a final dividend of 15.5 pence for each ordinary share.

To re-elect the following directors who offer themselves for re-election under the Company's Articles of Association:

4. Charles Scott.
5. Barry Gibson.

To elect the following directors appointed to the Board since the last AGM:

6. Ralph Topping.
7. Ian Spearing.
8. To reappoint Deloitte & Touche LLP as auditors of the Company until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
9. To authorise the directors to determine the remuneration of the auditors of the Company.
10. To consider the following as an ordinary resolution:

- (a) "That in place of the authority given by way of the ordinary resolution of the Company dated 17 May 2007, the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to:
 - (i) allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £11,577,658 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed; and
 - (ii) make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired;
- (b) That, subject to paragraph (c), the authority given to the directors pursuant to section 80 by way of the ordinary resolution of the Company passed on 17 May 2007 be revoked by this resolution; and
- (c) That paragraph (b) shall be without prejudice to the continuing authority of the directors to allot relevant securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made."

11. To consider the following as an ordinary resolution:

“That the Company be authorised to make donations to EU political organisations not exceeding £35,000 in total and to incur EU political expenditure not exceeding £35,000 in total during the period beginning with the date of the 2008 Annual General Meeting and ending at the conclusion of the day on which the 2009 Annual General Meeting is held. For the purposes of this Resolution, “donations”, “EU political organisations” and “EU political expenditure” have the meanings given to them in Sections 363 to 365 of the Companies Act 2006.”

12. To consider the following as an ordinary resolution:

“That William Hill Organization Limited, being a wholly owned subsidiary of the Company, be authorised to make donations to EU political organisations not exceeding £35,000 in total and to incur EU political expenditure not exceeding £35,000 in total during the period beginning with the date of the 2008 Annual General Meeting and ending at the conclusion of the day on which the 2009 Annual General Meeting is held. For the purposes of this Resolution, “donations”, “EU political organisations” and “EU political expenditure” have the meanings given to them in Sections 363 to 365 of the Companies Act 2006.”

13. To consider the following as a special resolution:

“That subject to the passing of resolution numbered 10 in the notice of the meeting the directors be generally empowered pursuant to section 95 of the Companies Act 1985 (the Act) to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) for cash, pursuant to the authority conferred by the resolution numbered 10 in the notice of the meeting as if section 89(1) of the Act did not apply to the allotment.

This power:

- (a) expires at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) shall be limited to:
 - (i) the allotment of equity securities in connection with an issue in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of ordinary shares, but subject to such exclusions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of a regulatory body or stock exchange; and
 - (ii) the allotment of equity securities for cash otherwise than pursuant to paragraph (i) up to an aggregate nominal amount equal to £1,736,648.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words “pursuant to the authority conferred by the resolution numbered 10 in the notice of the meeting” were omitted.”

14. To consider the following as a special resolution:

“That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 10 pence each in the Company (Ordinary Shares) subject to the following conditions:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 34,732,976, representing 10% of the Company’s issued ordinary share capital; and
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 10 pence (being the nominal value of an Ordinary Share);
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations

for the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System (SETS);

- (d) this authority shall expire at the close of the Annual General Meeting of the Company held in 2009; and
- (e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority.”

15. To consider the following as a special resolution:

That, with effect from 1 October 2008, or such later date as section 175 of the Companies Act 2006 shall be brought into force, Articles 146, 147 and 159 to 161 of the existing Articles of Association be deleted and new Articles 159 to 179 as set out in the document produced to the Meeting and signed by the Chairman be included and the existing Articles 162 to 214 be renumbered accordingly.

By Order of the Board

Thomas Murphy
Company Secretary

2 April 2008

Registered Office:
Greenside House
50 Station Road
Wood Green
London N22 7TP

Registered Number: 4212563

Notes to the Resolutions:

- (1) The directors must present the report of the directors and the accounts of the Company for the 53 weeks ended 1 January 2008 to shareholders at the Annual General Meeting. The report of the directors, the accounts, and the report of the Company's auditors on the accounts and on those parts of the directors' remuneration report that are capable of being audited are contained within the annual report and accounts.
- (2) In line with best practice in corporate governance, as now reflected in the Remuneration Report Regulations 2002, the Board has presented its Directors' Remuneration Report to shareholders in the annual report and accounts. The Directors' Remuneration Report gives details of the directors' remuneration for the 53 weeks ended 1 January 2008 and sets out the Group's overall policy on directors' remuneration. As required by the Remuneration Report Regulations, the Company's auditors have audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found in the annual report and accounts. The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Group's overall objectives and, accordingly, and in compliance with the Remuneration Report Regulations, shareholders will be invited to approve the Directors' Remuneration Report.
- (3) Subject to the declaration of the final dividend at the meeting, the dividend will be payable to shareholders on the Company's register of members at 6.00 pm on 2 May 2008 for payment on 5 June 2008.
- (4) and (5) The Company's Articles of Association state that one third of the directors should retire at each Annual General Meeting. Information on the directors who served in 2007, including Charles Scott and Barry Gibson who are offering themselves for re-election, is provided in the section of the annual report and accounts on the Board of Directors. In addition to the biographical details found in the annual report and accounts enclosed with this notice and made available to enable shareholders to make an informed decision on the election and re-election of directors, the other members of the Board confirm that, following formal performance evaluation, the performance of Charles Scott and Barry Gibson continues to be effective and demonstrates commitment to their roles, including commitment of time for Board and Committee meetings and any other duties.
- (6) and (7) The Company's Articles of Association state that any director appointed by the board should retire at the next Annual General Meeting following his appointment. In accordance with these provisions Ralph Topping, (appointed by the board as Group Director, Operations on 17 May 2007 and Chief Executive on 21 February 2008) and Ian Spearing (appointed by the board as Group Director, Corporate Strategy and Business Development on 17 May 2007) are offering themselves for election. Biographical details on Messrs Topping and Spearing can be found in the section of the annual report and accounts on the Board of Directors. The Board is of the opinion that Messrs Topping and Spearing should be elected to the Board.
- (8) and (9) The auditors of a company must be re-appointed at each general meeting at which accounts are laid. The resolution proposes the reappointment of the Company's existing auditors, Deloitte & Touche LLP, until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
- (10) This resolution, if passed, will renew the authority conferred on the directors at the Annual General Meeting on 17 May 2007 which expires at the end of the forthcoming Annual General Meeting. This resolution will authorise the directors to allot the Company's unissued shares up to a maximum nominal amount of £11,577,658. This amount represents one-third of the Company's authorised and issued ordinary share capital (calculated exclusive of treasury shares) as at 31 March 2008. The Company held 6,388,990 shares in treasury as at 31 March

2008. If this resolution is passed, this authority will expire at the end of the next Annual General Meeting of the Company which takes place the year after it is passed.

The directors have no present intention to exercise this authority other than in connection with the Company's share incentive schemes.

(11) and (12) The Political Parties, Elections and Referendums Act 2000 ("PPERA") prohibits a company and its subsidiaries from making donations to EU political organisations or incurring EU political expenditure unless approved in advance by the company's shareholders in general meeting. The Company's policy is that neither it nor its subsidiaries will make donations to, or incur expenditure on behalf of, EU political parties. However, these terms are very widely defined in the legislation and activities which are in the shareholders' interests between the Company and other bodies concerning, for example, law reform, policy review and other business matters affecting the Company may be included in the definitions. The Company is proposing resolutions 11 and 12 to ensure that it does not commit any technical breach when furthering its legitimate business interests.

(13) This resolution, which will be proposed as a special resolution, if passed, will update the authority conferred on the directors at the Annual General Meeting on 17 May 2007 to issue equity securities of the Company for cash without application of the pre-emption rights pursuant to section 89 of the Companies Act 1985. Other than in connection with a rights issue, scrip dividend, or other similar issue, the authority contained in this resolution will be limited to an aggregate nominal value of £1,736,648 which represents 5% of the issued ordinary share capital (calculated exclusive of treasury shares) of the Company as at 31 March 2008. If this resolution is passed, this authority will expire at the end of the next Annual General Meeting of the Company after it is passed.

In accordance with the guidelines issued by the Pre-Emption Group, the directors confirm their intention that no more than 7.5% of the issued share capital will be issued for cash on a non pre-emptive basis during any rolling three-year period.

(14) This resolution, which will be proposed as a special resolution, will renew the Company's authority granted at the last Annual General Meeting which expires on the date of the forthcoming Annual General Meeting. The resolution gives the Company authority to buy back its own Ordinary Shares in the market as permitted by the Companies Act 1985. The authority limits the number of shares that could be purchased to a maximum of 34,732,976 (representing 10% of the issued share capital of the Company as at 31 March 2008 excluding treasury shares). The maximum price per share for any purchase (exclusive of any expenses) would be the higher of (i) 5% above the average of the middle market values for an Ordinary Share of the Company derived from the London Stock Exchange Daily Official List for each of the five business days immediately preceding the day on which the Ordinary Shares are purchased or (ii) an amount equal to the higher of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS). The minimum price (exclusive of any expenses) would be 10 pence being the nominal value of each Ordinary Share. This authority will expire at the conclusion of the Annual General Meeting of the Company next year.

The directors' decision to exercise this authority to purchase the Company's Ordinary Shares will depend on and take into account a number of factors including the Company's share price and other investment opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally.

Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange.

Under The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 which came into force on 1 December 2003 companies are allowed to hold shares acquired by way of market purchase as treasury shares, rather than having to cancel them. Such shares may subsequently be cancelled, sold for cash or used to satisfy options and share awards issued or made to employees pursuant to the Company's share based incentive schemes. Pursuant to authority given at previous Annual General Meetings, the Company holds 1.84% of the issued shares as at 31 March 2008 in treasury. The Company intends to hold up to one-quarter of any shares that it purchases pursuant to the authority conferred by this new resolution in treasury. Subsequent transfers of treasury shares to satisfy the requirements of share based incentive schemes will be made within the 10% anti-dilution limit for such share issues.

As at 31 March 2008 there were options over 6,749,022 Ordinary Shares in the capital of the Company which represent 1.9% of the Company's issued Ordinary Share capital (excluding treasury shares). If the authority to purchase 10% of the Company's Ordinary Shares was exercised in full, these options would represent 2.2% of the Company's issued ordinary share capital (calculated exclusive of treasury shares).

The authority will only be valid until the conclusion of the next Annual General Meeting in 2009.

- (15) The Companies Act 2006 (the "2006 Act") is being implemented in stages. The phase that is expected to come into force on 1 October 2008 introduces changes relating to Directors' conflicts of interest.

The new provisions mean that a director must avoid a situation where there is, or might be, a direct or indirect interest that conflicts with the Company's interests. The requirement is very broad and could apply if a director becomes a director of another company or a trustee of a different organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts where the Articles of Association contain suitable provisions. The 2006 Act also allows the Articles of Association of a company to include provisions for dealing with directors' conflicts of interest to avoid any potential breach of duty on the part of the directors. The amendments proposed to be made to the Company's Articles of Association (the "Articles") pursuant to Resolution 15 give the directors authority to approve such situations and to allow conflicts of interest to be dealt with in a similar manner to the way in which they are currently handled.

The new provisions include safeguards so that only directors who have no interest in the matter being considered will be able to take the decision and in making the decision the directors must act in a way they consider most likely to promote the success of the company. The directors will also be able to impose limits or conditions on the authorisation that they have given.

The proposed amendments also contain provisions relating to confidential information to protect a director from being in breach of duty if a conflict of interest arises. These provisions can only apply where the situation giving rise to the conflict has already been authorised by the directors.

Given the staged implementation of the 2006 Act, a comprehensive review of the Articles will be undertaken before the 2009 AGM and it is anticipated that further amendments to the Articles will be proposed at that time.

End Notes

- (a) The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered in the register of members of the Company at 11.00 am on 13 May 2008, or if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to the entries in the register of members after 11.00 am on 13 May 2008 or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (b) The accompanying proxy form invites members to vote in one of three ways: “for”, “against” and “vote withheld”. Please note that a “vote withheld” has no legal effect and will count neither for nor against a resolution.
- (c) A member entitled to attend and vote at the Annual General Meeting may appoint a proxy (who need not be a member of the Company) to attend and and to speak and vote on his or her behalf. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to share or shares held by that shareholder. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this notice. Lodging a form of proxy will not prevent a member from attending the meeting and voting in person. In order to be valid an appointment of proxy must be returned by one of the following methods:
- sending the Form of Proxy enclosed with this document by post or (during normal business hours only) by hand to Capita Registrars, Proxy Department, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the meeting; or
 - electronically, by logging on to Capita Registrars’ website at www.capitaregistrars.com. Members’ IVC numbers (the code number printed on a member’s admission card/form of proxy) will be required. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by the Company’s registrars not later than 11.00 am on 13 May 2008.
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer’s agent, Capita Registrars, (under CREST participant ID RA10) by not later than 11.00 am on 13 May, 2008. 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 the issuer’s agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed voting service provider(s), should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- (d) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- (e) If you are a Nominated Person, the statement of the rights of shareholders in relation to the appointment of proxies in note (c) above does not apply. The rights described in those paragraphs may only be exercised by registered shareholders of the Company.

- (f) As at 1 April 2008, being the last business day prior to the publication of this notice, the Company's issued share capital consists of 347,329,769 ordinary shares, excluding any treasury shares, carrying one vote each. The Company also holds 6,388,990 treasury shares. Therefore, the total voting rights of the Company as at 1 April 2008 are 347,329,769.
- (g) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (1) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (2) if more than one corporate representative for the same corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that corporate representative.
- (h) The following documents are available for inspection during normal business hours on any weekday at the Company's registered office at Greenside House, 50 Station Road, Wood Green, London N22 7TP until the conclusion of the Annual General Meeting. They will also be available for inspection at Cavendish Conference Centre, 22 Duchess Mews, London, W1G 9DT on 15 May 2008 for at least fifteen minutes prior to and until the conclusion of the Annual General Meeting:
 - (i) copies of the service contracts between the Company and the executive directors and the terms of appointment of non executive directors;
 - (ii) the biographies of directors seeking re-election;
 - (iii) the Articles of Association; and
 - (iv) draft amended Articles of Association.