

WILLIAM HILL PLC

Registered in England & Wales No 4212563

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of William Hill PLC (the “Company”) will be held at 10.30 a.m. on 23 March 2009 at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as special resolution:

SPECIAL RESOLUTION

THAT:

- (a) the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the “Act”), in addition to any existing authority to allot relevant securities to the extent unused, to exercise all the powers of the Company to allot relevant securities in connection with the Rights Issue (as defined in the prospectus of the Company dated 27 February 2009, a copy of which has been produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification only (the “Prospectus”)) (within the meaning of that section) up to an aggregate nominal amount of £34,790,711.70, representing approximately 50 per cent. of the existing issued share capital of the Company, such authority to expire on 26 February 2010 (unless previously renewed, varied or revoked by the Company in general meeting) (save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired); and
- (b) the Directors be and are hereby empowered pursuant to section 95 of the Act, in addition to all existing powers pursuant to that section of the Act to the extent unused, to allot equity securities (as defined in section 94(2) of the Act) of the Company for cash pursuant to the authority conferred by part (a) of this resolution for cash as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of up to 347,907,117 ordinary shares of 10 pence each in connection with the Rights Issue and provided further that this power shall expire on 26 February 2010, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power hereby conferred had not expired.

Registered Office:

Greenside House
50 Station Road
Wood Green
London N22 7TP

By order of the Board

27 February 2009

Thomas Murphy
General Counsel and Company Secretary

Notes:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.
2. In order that the Form of Proxy shall be valid, it must be deposited, completed and signed (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or a copy certified in accordance with the Powers of Attorney Act 1971 or in some other manner approved by the Directors), at the Company’s registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 10.30 a.m. on 21 March 2009. Appointment of a proxy does not preclude you from attending the meeting and voting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

3. A proxy does not need to be a member of the Company but must attend to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your Form of Proxy. If you sign and return your Form of Proxy with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comment on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank Form of Proxy and a Form of Proxy which states the number of shares to which it applies, the specific Form of Proxy shall be counted first, regardless of whether it was sent or received before or after the blank Form of Proxy, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank Form of Proxy. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
5. To direct your proxy how to vote on the resolution mark the appropriate box on your Form of Proxy with an "X". To abstain from voting on the resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy, your Form of Proxy must be:
 - completed and signed;
 - sent or delivered to Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
 - received by Capita no later than 10.30 a.m. on 21 March 2009.
7. In the case of a member which is a company, your Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which your Form of Proxy is signed (or a duly certified copy of such power of authority) must be included with your Form of Proxy.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Capita, whose CREST participant ID is RA10, by 10.30 a.m. on 21 March 2009.
10. Subject to Note 4 above, if you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. You may not use any electronic address provided in your Form of Proxy to communicate with the Company for any purposes other than those expressly stated.
12. Pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company at 6.00 p.m. on 21 March 2009 or, in the event that this meeting is adjourned, in the register of members as at 6.00 p.m. on the day two days before the date 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 names at that time. Changes to the entries on the register of members after 6.00 p.m. on 21 March 2009, or in the event that this meeting is adjourned, in the register of members after 6.00 p.m. on the day two days before the date of the adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.
13. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of 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 (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the 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 designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – <http://www.icsa.org.uk> – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
14. Any person to whom this Notice is sent who is a person who is nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him and the member by whom he was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for this meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may under such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
15. 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 have a right, under an agreement between him/her and the member by whom

he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

16. The statement above of the rights of members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by shareholders of the Company.
17. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006 provided in this Notice of Extraordinary General Meeting (or in any related documents including the Letter from the Chairman and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

