

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt about the action you should take, you should consult an appropriate independent financial adviser.

If you have recently sold or transferred all of your shares, please pass this document, together with the accompanying documents, to your bank, stockbroker or other agent through whom the sale or transfer took place for them to pass on to the purchaser or transferee.

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### **Notice of Annual General Meeting**

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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 Tuesday, 8 May 2012 at 11.00 am. Each of the resolutions numbered 1 to 17 (inclusive) to be considered at the meeting will be ordinary business and each of the resolutions numbered 18 to 20 will be special business.

1. To receive the Annual Report and Accounts and the reports of the directors and auditors thereon for the 52 weeks ended 27 December 2011.
2. To approve the directors' remuneration report for the 52 weeks ended 27 December 2011.
3. To declare a final dividend on the ordinary shares of 6.7 pence per share for the 52 weeks ended 27 December 2011.
4. To elect Georgina Harvey as a director of the Company.
5. To elect Imelda Walsh as a director of the Company.
6. To re-elect Gareth Davis as a director of the Company.
7. To re-elect Ralph Topping as a director of the Company.
8. To re-elect Neil Cooper as a director of the Company.
9. To re-elect David Edmonds as a director of the Company.
10. To re-elect Ashley Highfield as a director of the Company.
11. To re-elect David Lowden as a director of the Company.
12. To re-appoint Deloitte LLP as auditor of the Company until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
13. To authorise the directors to determine the remuneration of the auditor of the Company.
14. To consider the following as an ordinary resolution:

That the Company and all the companies that are the Company's subsidiaries at any time during the period for which this resolution has effect be authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total, during the period beginning with the date of the 2012 Annual General Meeting and ending at the conclusion of the day on which the 2013 Annual General Meeting is held. For the purposes of this Resolution, the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in Sections 363 to 365 of the Companies Act 2006 ("CA 2006").

15. To consider the following as an ordinary resolution:

That, in substitution for all existing authorities, the Directors be and are generally and unconditionally authorised pursuant to Section 551 CA 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any securities into shares in the Company ("Rights"):

- (a) up to an aggregate nominal amount of £23,408,086; and
- (b) in addition to the amount referred to in paragraph (a) above, up to an aggregate nominal amount of £46,816,172 in relation to an allotment of equity securities (within the meaning of Section 560(1) CA 2006 in connection with a Rights Issue, for a period expiring at the Company's next Annual General Meeting save the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired. For the purpose of this resolution (15), a "Rights Issue" means an offer to:
  - (i) holders of ordinary shares made in proportion (as nearly as practicable) to their respective existing holdings of ordinary shares; and
  - (ii) holders of other equity securities of any class if this is required by the rights attaching to those securities or, if the directors consider it necessary, as permitted by the rights attaching to those securities, to subscribe for further equity securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject to the directors having a right to make such exclusions or other arrangements as they consider necessary or expedient to deal with Treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any territory or any other matter.

16. To consider the following as an ordinary resolution:

That the directors be and are hereby authorised to establish the William Hill PLC 2012 Savings Related Share Option Plan (the "2012 Plan"), a copy of the draft rules of which has been produced to the meeting and initialled by the Chairman of the meeting (for the purposes of identification only) and a summary of the main provisions of which is set out in the Notice of Meeting to shareholders dated 13 March 2012 and to do all such acts and things as may be necessary or expedient to give effect to the 2012 Plan, including amending the rules of the 2012 Plan in such manner as may be necessary to ensure that the 2012 Plan is approved by HMRC.

17. To consider the following as an ordinary resolution:

That the directors be and are hereby authorised to establish schedules to the 2012 Plan or other share plans for employees resident or working outside the United Kingdom, based on the 2012 Plan but modified to take account of local tax, exchange control or securities laws provided that such schedules or plans shall confer benefits and contain limits so as to ensure, so far as the directors consider practicable, substantial equality of treatment with employees participating under the (main body of the) 2012 Plan, and that any shares issued or which might be issued under such schedules or other plans are treated as counting against any limits on individual or overall participation set out in the (main body of the) 2012 Plan.

18. To consider the following as a special resolution:

That, subject to the passing of resolution 15 set out in the notice of Annual General Meeting of which this resolution forms part:

- (a) the directors be and are empowered pursuant to Section 570 CA 2006 to allot equity securities within the meaning of Section 560(1) CA 2006 for cash pursuant to the authority conferred by paragraph (a) of resolution 15 set out in the notice of Annual General Meeting of which this resolution forms part as if Section 561 CA 2006 did not apply to the allotment, provided that the power conferred by this paragraph of this resolution is limited to:
  - (i) an allotment of equity securities in connection with a Pre-emptive Offer. For the purpose of this resolution 18, a "Pre-emptive Offer" means an offer of securities, open for acceptance for a period fixed by the directors, to (i) holders of ordinary shares made in proportion (as nearly as practicable) to their respective existing holdings of ordinary shares and (ii) holders of other equity securities of any class if this is required by the rights attaching to these securities or, if the directors consider it necessary, as permitted by the rights attaching to those securities, but subject to the directors having a right to make such exclusions or other arrangements as they consider necessary or expedient to deal with Treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any territory or any other matter; and
  - (ii) the allotment (otherwise than pursuant to (i) above) of equity securities for cash having, in the case of ordinary shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having a nominal amount not exceeding in aggregate £3,511,212;
- (b) the directors be and are empowered pursuant to Section 570 CA 2006 to allot equity securities (within the meaning of Section 560(1) CA 2006 for cash pursuant to the authority conferred by paragraph (b) of resolution 15 set out in the notice of Annual General Meeting of which this resolution forms part as if Section 561 CA 2006 did not apply to the allotment, provided that the power conferred by this paragraph of this resolution is limited to an allotment of equity securities in connection with a Rights Issue (as defined in resolution 15 set out in the notice of Annual General Meeting of which this resolution forms part);

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- (c) the powers conferred by this resolution 18 shall also apply to a sale of Treasury shares, which is an allotment of equity securities by virtue of Section 560(3) CA 2006, but with the omission of the words "pursuant to the authority conferred by resolution 15 set out in the notice of Annual General Meeting of which this resolution forms part"; and
  - (d) the powers conferred by this resolution 18 will expire at the Company's next Annual General Meeting save that the Company may before the expiry of such powers 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 offer or agreement as if the powers conferred by this resolution had not expired.

19. To consider the following as a special resolution:

That the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 693(4) CA 2006) of ordinary shares of 10 pence each in the capital of the Company provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 70,224,258 representing less than 10 per cent. of the issued ordinary share capital of the Company;
- (b) the minimum price (exclusive of all 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 all expenses) which may be paid for an ordinary share is an amount equal to the higher of:
  - (i) 105 per cent. of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
  - (ii) the higher of the price of the last independent trade and the highest independent current bid on the London Stock Exchange at the time the purchase is carried out; and
- (d) the authority conferred by this resolution shall, unless varied, revoked or renewed prior to such time, expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before the expiry of this authority make a contract to purchase ordinary shares which will or might be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of such contract as if the authority conferred by this resolution had not expired.

20. To consider the following as a special resolution:

That a general meeting, other than an Annual General Meeting, may be called at not fewer than 14 clear days' notice.

By Order of the Board

**Thomas Murphy**

General Counsel and Company Secretary  
13 March 2012

Registered Office:  
Greenside House  
50 Station Road  
Wood Green  
London N22 7TP  
Registered Number: 421 2563

## Notes to the Resolutions

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### **Report and Accounts 2011 (Resolution 1)**

The directors must present the report of the directors and the accounts of the Company for the 52 weeks ended 27 December 2011 to shareholders at the Annual General Meeting. The report of the directors, the accounts and the report of the Company's auditor 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.

### **Directors' remuneration report (Resolution 2)**

Sections 439 and 440 of the Companies Act 2006 and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 require that quoted companies put the directors' remuneration report to a vote of the shareholders. The vote is advisory only, however, and the directors' entitlement to remuneration is not conditional on the resolution being passed.

### **Declaration of final dividend (Resolution 3)**

Subject to approval by shareholders at the meeting, the final dividend of 6.7 pence per share will be payable to shareholders on 8 June 2012 to shareholders on the register on 4 May 2012.

### **Election of directors (Resolutions 4 and 5)**

Georgina Harvey and Imelda Walsh were both appointed as directors since the last Annual General Meeting and will retire in accordance with the Company's Articles of Association and will offer themselves for election. Biographical details of Georgina Harvey and Imelda Walsh appear on page 35 of the Annual Report and Accounts. The Board confirms that, since their appointment on 1 November 2011, the performance of both Georgina Harvey and Imelda Walsh has been effective and they are demonstrating commitment to their role, including commitment of time for both Board and Committee meetings and any other duties.

### **Re-election of directors (Resolutions 6, 7, 8, 9 10 and 11)**

Under the UK Corporate Governance Code, Section B.7.1 states that all directors of FTSE 350 companies should be subject to annual election by shareholders. Accordingly, all of the remaining directors will offer themselves for re-election. Biographical details of each of the directors seeking re-election appear on pages 34 and 35 of the Annual Report and Accounts. The Board confirms that, following formal performance evaluation, the performance of each of the directors standing for re-election continues to be effective and demonstrates commitment to their roles, including commitment of time for Board and Committee meetings and any other duties.

### **Re-appointment of auditor (Resolution 12)**

The auditor 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 auditor, Deloitte LLP, until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.

### **Remuneration of auditor (Resolution 13)**

To authorise the directors to determine the remuneration of the auditor of the Company.

### **Political donations and political expenditure (Resolution 14)**

The Companies Act 2006 requires companies to seek shareholder approval for donations to organisations within the European Community which are, or could be, categorised as EU political organisations or incurring EU political expenditure. 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 resolution 14 to ensure that it does not commit any technical breach when furthering its legitimate business interests.

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### **Authority to allot shares (Resolution 15)**

This resolution, if passed, will renew the authority conferred on the directors at the Annual General Meeting on 12 May 2011 which expires at the end of the forthcoming Annual General Meeting. Paragraph (a) of this resolution will authorise the directors to allot the Company's unissued shares up to a maximum nominal amount of £23,408,086. This amount represents one third of the Company's issued ordinary share capital as at 12 March 2012. In accordance with institutional guidelines issued by the Association of British Insurers, paragraph (b) of this resolution will allow the directors to allot, including the shares referred to in paragraph (a), further of the Company's shares in connection with a pre-emptive offer by way of a rights issue up to a maximum nominal amount of £46,816,172, representing approximately two-thirds of the Company's issued ordinary share capital as at 12 March 2012. 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.

Although the directors have no present intention to exercise this authority, it is considered prudent to maintain the flexibility it provides. If the directors do exercise this authority, they intend to follow emerging best practice as regards its use, as recommended by the Association of British Insurers.

### **Savings Related Share Option Plan 2012 (Resolution 16)**

William Hill PLC currently operates the William Hill PLC Savings Related Share Option Plan (the "2002 Plan"). The 2002 Plan expires on 28 May 2012 and authority is sought to replace the 2002 Plan with the proposed William Hill PLC 2012 Savings Related Share Option Plan (the "2012 Plan"), which will allow the Company to continue to offer participation in a savings related share option plan on substantially the same terms.

Under the proposed 2012 Plan, an eligible employee who enters into an approved savings contract for a period of three or five years will be granted an option to acquire ordinary shares in the Company at the end of that period (or, in the case of a five-year savings contract, if offered by the Company and elected by the employee, two years following the end of the savings contract) using the proceeds of his savings contract (and, if applicable, any bonus or interest payable in relation to the savings contract). The exercise price of an option is fixed at the time the invitation to apply for an option is issued and will not be less than 80% of the market value of a share at that time.

The 2012 Plan is intended to qualify for HMRC approval and is an all-employee plan under which all eligible employees are invited to participate on the same basis. The Remuneration Committee is keen to retain the ability to grant tax efficient awards to employees at the levels permitted by relevant tax legislation. The 2012 Plan will continue to operate within the 10% dilution limit which applies to the 2002 Plan and the Company will manage its remaining capacity within this limit carefully and may use new issue shares, treasury shares and shares purchased in the market to satisfy options.

The 2012 Plan is substantially similar to the 2002 Plan. The main provisions of the 2012 Plan are summarised in the Appendix to this Notice of Meeting.

A copy of the rules of the 2012 Plan is available for inspection at the Company's registered office, Greenside House, 50 Station Road, Wood Green, London N22 7TP, and also at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES, during business hours on any weekday from the date of this Notice of Meeting until the close of the meeting. The rules will also be available for inspection at the Annual General Meeting venue for 15 minutes prior to and until the end of the Annual General Meeting.

### **2012 Plan for Employees Resident or Working Outside the United Kingdom (Resolution 17)**

Shareholder authority is sought to enable the directors to add schedules to the 2012 Plan or adopt share plans based on the 2012 Plan to enable the grant of options to employees outside of the UK, taking account of local tax, exchange control and securities laws issues in the relevant jurisdiction.

### **Disapplication of pre-emption rights (Resolution 18)**

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 12 May 2011. It is proposed to renew this authority under Section 570 CA 2006. If approved, this resolution would authorise the directors to allot equity shares for cash without first being required to offer such shares to existing shareholders. The authority contained in this resolution will be limited to an aggregate nominal value of £3,511,212 which represents 5% of the issued ordinary share capital of the Company as at 12 March 2012. 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.

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#### **Authority to purchase own ordinary shares (Resolution 19)**

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 subject to the provisions of the CA 2006. The authority limits the number of shares that could be purchased to a maximum of 70,224,258 (representing less than 10% of the issued share capital of the Company as at 12 March 2012). 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.

The authority will only be valid until the conclusion of the next Annual General Meeting in 2013.

#### **Length of notice of general meetings other than the Annual General Meeting (Resolution 20)**

Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 increased the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot, however, be fewer than 14 clear days. Such approval will not affect annual general meetings, which will continue to be held on at least 21 clear days' notice.

This resolution, which will be proposed on a special resolution, if passed, will allow the Company to call general meetings other than Annual General Meetings on 14 days' notice. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company already meets the requirements for electronic voting under the Shareholders Rights Regulations to allow it to call general meetings on 14 days' notice.

## Summary of the main provisions of the William Hill PLC 2012 Savings Related Share Option Plan (the “2012 Plan”)

### 1. GENERAL

The 2012 Plan will be approved by Her Majesty's Revenue & Customs (“HMRC”) under Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003. Options granted under the 2012 Plan (“Options”) are not transferable (except on death) and are not pensionable benefits. Options may be satisfied by newly issued shares, shares purchased in the market by an employees' trust or by the transfer of treasury shares.

### 2. ELIGIBILITY

Any UK based employee (including any full-time director) of William Hill PLC (the “Company”) or other participating subsidiary who has been employed, at a relevant grant date, for a qualifying period of such length as the remuneration committee of the board of directors of the Company (the “Remuneration Committee”) may determine from time to time (but not exceeding five years) and any other employee who is nominated by the Remuneration Committee is eligible to participate in the 2012 Plan.

### 3. ISSUE OF INVITATIONS

Invitations to apply for Options will normally be issued within a period of 42 days after the dealing day following the announcement of the Company's results for any period. No options may be granted after the tenth anniversary of the adoption of the 2012 Plan by the directors.

### 4. EXERCISE PRICE

The price per share at which ordinary shares in the Company (“Shares”) may be acquired upon exercise of an Option is determined by the Remuneration Committee before Options are granted on any occasion. It must not be less than the higher of:-

- 80 per cent. of the market value of a Share when invitations are issued to participants; and
- in the case of Options to subscribe for Shares, the nominal value of a Share.

### 5. MONTHLY SAVINGS

Any employee who applies for an Option must enter into an HMRC approved “save as you earn” contract (the “Savings Contract”). The employee agrees to enter into a Savings Contract for a period of three, five or seven years and to make monthly savings contributions of a fixed amount, currently of not less than £5 or more than £250, over three or five years. Upon expiry of the Savings Contract, the employee may (depending upon the interest rate, set by HMRC, which applies at the relevant time) be entitled to receive a tax free bonus in addition to repayment of the savings contributions. The employee may elect to apply the proceeds of the Savings Contract to exercise the Option and acquire Shares. Alternatively, the employee may choose to withdraw the proceeds of the Savings Contract.

### 6. EXERCISE OF OPTIONS

Options will normally be exercisable only during the period of six months from the maturity of the Savings Contract.

### 7. LEAVING EMPLOYMENT

Early exercise is permitted following death or cessation of employment by reason of injury, disability, redundancy, retirement (on reaching age 60) or where the participant's employing company or business ceases to be a part of the William Hill group (the “Group”).

In such cases, Options may be exercised within six months of leaving, to the extent that the funds then available in the employee's Savings Contract permit. In the case of death, personal representatives may normally exercise the deceased employee's Option within twelve months of the date of death.

Otherwise Options will lapse on cessation of employment.

If a participant reaches age 60 but remains employed within the Group, he may exercise his Option within six months of reaching that age.

### 8. CORPORATE EVENTS

Early exercise of Options is permitted in the event of a takeover, amalgamation, reconstruction or voluntary winding-up of the Company.

Alternatively, by agreement with the acquiring company, participants may, as specified in the rules of the 2012 Plan, release their Options in consideration of the grant of Options over shares in the acquiring company.

### 9. DILUTION LIMIT

Awards may be granted over unissued or existing Shares. The number of new Shares issued or remaining capable of being issued pursuant to Options, and other options or awards granted under the Company's other employee share plans in any period of 10 years, will not exceed 10 per cent. of the ordinary share capital of the Company in issue from time to time.

If Options or other options or awards are to be satisfied by a transfer of existing Shares, the percentage limit stated above will not apply. Insofar as it is necessary to ensure compliance with the guidance included in the remuneration principles issued from time to time by the Association of British Insurers, the percentage limit will apply to Options or other options or awards satisfied by the transfer of treasury shares.

### 10. RIGHTS ATTACHING TO SHARES

Shares allotted or transferred under the 2012 Plan will rank alongside Shares of the same class then in issue. The Company will apply to the UK Listing Authority for the listing of any newly issued Shares.

### 11. VARIATION OF SHARE CAPITAL

If there is a variation in the ordinary share capital of the Company, the Remuneration Committee may make such adjustments as it considers appropriate to the total number of Shares subject to any Option and the exercise price payable upon the exercise of any Option. However, no adjustments may take effect without the prior approval of HMRC.

### 12. ALTERATION OF THE 2012 PLAN

The Remuneration Committee may amend the 2012 Plan in any respect. However, it may not make any alteration to the advantage of participants without the prior approval of shareholders in general meeting, to the provisions relating to eligibility, overall and individual limitations in the number/monetary value of Shares in respect of which Options may be granted or the basis for determining a participant's right to acquire Shares and the adjustment of such rights in the event of a variation of share capital, unless the alteration is necessary to comply with any change in legislation, to maintain HMRC approval, to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or any member of the Group, or it is a minor amendment to benefit the administration of the 2012 Plan.

No amendment to a key feature of the 2012 Plan will take effect unless and until such amendment has been approved by HMRC.

### 13. OVERSEAS PLANS

The directors may also establish further schedules to or new plans based on the 2012 Plan for non-UK participants, but modified to take of local securities laws, exchange controls or tax laws, provided that the individual limits and dilution limits of the 2012 Plan apply to any awards made under such schedule(s) or plan(s).

**This summary does not form part of the rules of the 2012 Plan and should not be taken as affecting the interpretation of its detailed terms and conditions. The directors reserve the right up to the time of the Annual General Meeting to make such amendments and additions to the rules of the 2012 Plan as may be necessary or appropriate to take account of comments of HMRC or otherwise provided that such amendments do not conflict in any material respect with this summary.**

## 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 6 May 2012, 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 6 May 2012 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 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 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not fewer than 48 hours before the time of the meeting; or
  - electronically, by logging onto the Computershare website at [www.eproxyappointment.com](http://www.eproxyappointment.com). A Control Number (the Control Number printed on your 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 6 May 2012; or
  - 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, Computershare Investor Services PLC, (under CREST ID number 3RA50) no later than 11.00 am on 6 May 2012. 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 12 March 2012, being the last business day prior to the publication of this notice, the Company's issued share capital consists of 702,242,590 ordinary shares carrying one vote each. Therefore, the total voting rights of the Company as at 12 March 2012 are 702,242,590.
- (g) Copies of directors' service contracts and non-executive directors' letters of appointment with the Company and any of its subsidiaries are available for inspection at the registered office of the Company during normal business hours on any day, except Saturdays, Sundays and public holidays, and at the Annual General Meeting location on the date of the meeting for at least 15 minutes prior to and during the meeting.
- (h) Nominated persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
- (i) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (j) Under Section 527 of CA 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which Annual Accounts and Reports were laid in accordance with Section 437 of CA 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of CA 2006. Where the Company is required to place a statement on a website under Section 527 of CA 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of CA 2006 to publish on a website.
- (k) You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
- (l) Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
- (m) A copy of this notice, and other information required by Section 311A of CA 2006, can be found at [www.williamhillplc.com](http://www.williamhillplc.com).
- (n) Under Section 338 and Section 338A of CA 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received not later than being the date six clear weeks before the meeting and, in the case of a matter to be included in the business only, must be accompanied by a statement setting out the grounds for the request.