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**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.

## Notice of Annual General Meeting

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, 9 May 2013 at 11.00 am. Each of the resolutions numbered 1 to 16 (inclusive) to be considered at the meeting will be ordinary business and each of the resolutions numbered 17 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 53 weeks ended 1 January 2013.
2. To approve the directors' remuneration report for the 53 weeks ended 1 January 2013.
3. To declare a final dividend on the ordinary shares of 7.8p per share for the 53 weeks ended 1 January 2013.
4. To re-elect Gareth Davis as a director of the Company.
5. To re-elect Ralph Topping as a director of the Company.
6. To re-elect Neil Cooper as a director of the Company.
7. To re-elect David Edmonds as a director of the Company.
8. To re-elect Georgina Harvey as a director of the Company.
9. To re-elect Ashley Highfield as a director of the Company.
10. To re-elect David Lowden as a director of the Company.
11. To re-elect Imelda Walsh 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 2013 Annual General Meeting and ending at the conclusion of the day on which the 2014 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 £23,530,849; and
- (b) in addition to the amount referred to in paragraph (a) above, up to an aggregate nominal amount of £47,061,698 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.

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16. To consider the following as an ordinary resolution:

To approve, for the purposes of satisfying the requirements of US tax legislation: (i) the establishment of a schedule to the William Hill PLC 2012 International Savings Related Share Option Plan (the "International Plan") (authority for which was given at the Company's Annual General Meeting on 8 May 2012 (the "2012 AGM")) the terms of which shall apply to grants of options to US tax resident participants (the "US Schedule") and (ii) the maximum number of shares which may be issued pursuant to options granted under the US Schedule. Such number shall be 10 per cent. of the Company's issued share capital as at the date of adoption of the International Plan by the Company's remuneration committee, provided that any shares issued or which might be issued under the US Schedule shall count against the overall dilution limit approved by the Company's shareholders at the 2012 AGM for the International Plan, and set out in the main body of the International Plan.

17. 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 17, 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 £3,529,627;
- (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);
- (c) the powers conferred by this resolution 17 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 17 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.

18. 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 10p each in the capital of the Company provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 70,592,547 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 10p (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.

19. 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.

20. To consider the following as a special resolution:

That the Articles of Association of the Company be amended by the addition of the following as a new article 158:

“REGULATION OF GAMING ACTIVITIES: SUSPENSION OF RIGHTS OF MEMBERS AND MANDATORY SALE OF SHARES

158.1 The Company if it determines that a Shareholder Regulatory Event has occurred may in its absolute discretion and at any time, by notice in writing to a holder of any shares in the Company to whom the Shareholder Regulatory Event relates

(or to whom the Company reasonably believes it relates) or in whose shares a person is interested to whom the Shareholder Regulatory Event relates (or to whom the Company reasonably believes it relates), suspend with immediate effect (or with effect from such date as the notice may specify) all or some (as the notice specifies) of the following rights attaching to all or some (as the notice specifies) of the shares held by that shareholder:

- (a) the right to attend and to speak at meetings and to vote and to demand a poll exercisable in respect of the shares;
- (b) the right to receive any payment (whether by way of dividend or otherwise); and
- (c) the right to the issue of further shares or other securities in respect of the shares.

158.2 The Company if it determines that a Shareholder Regulatory Event has occurred may in its absolute discretion and at any time, by notice in writing (a “Disposal Notice”) to a holder of any shares in the Company to whom the Shareholder Regulatory Event relates (or to whom the Company reasonably believes it relates) or in whose shares a person is interested to whom the Shareholder Regulatory Event relates (or to whom the Company reasonably believes it relates), require the recipient of the notice or any person named therein as interested in (or reasonably believed to be interested in) shares

of the Company held by the recipient of the notice (an “interested person”) to dispose of all or some (as the notice specifies) of the shares held by the recipient of the notice or the interest held by any interested person named in the notice (as the notice specifies) and for evidence in a form satisfactory to the Company that such disposal shall have been effected to be supplied to the Company within 14 days from the date of such notice or within such other period as the Company (in its absolute discretion) considers reasonable. The Company may withdraw a notice so given whether before or after the expiration of the period referred to therein if it appears to the Company that the grounds or purported grounds for its service do not exist or no longer exist. If a Disposal Notice is not complied with or not complied with to the satisfaction of the Company within the time specified, and has not been withdrawn, the Company shall in its absolute discretion be entitled, so far as it is able, to dispose of the shares specified in the notice at the best price reasonably obtainable in all the circumstances and shall give written notice of any such disposal to those persons on whom the Disposal Notice was served; subject to complying with the Act the Company itself may acquire the shares. Any such disposal by the Company shall be completed as soon as reasonably practicable after the expiry of the time specified in the Disposal Notice as may in the opinion of the Company be consistent with achieving the best price reasonably obtainable and in any event

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within

90 days after the expiry of the time specified in the Disposal Notice, provided that a disposal may be suspended during any period when dealings by the directors in the Company's shares are not permitted either by law or by the regulations of the UK Listing Authority but any disposal so suspended beyond the date 90 days after the expiry of the time specified in the Disposal Notice shall be completed within 30 days after the expiry of the period of such suspension. Neither the Company nor any officer, employee or agent of the Company shall be liable to any holder of or any person having any interest in the shares disposed of or to any other person for failing to obtain the best price reasonably obtainable so long as the Company acts in good faith within the period specified in this Article. For the purpose of effecting any disposal of shares held in uncertificated form which were the subject of a Disposal Notice the Company may make such arrangements on behalf

of the registered holder of the shares as it may think fit to transfer title to those shares through a relevant system (as defined in the Uncertificated Securities Regulations 2001). For the purpose of effecting any disposal of shares held in certificated form which were the subject of a Disposal Notice the Company may authorise in writing any officer or employee of the Company to execute any necessary transfer on behalf of the registered holder(s) and may issue a new share certificate

or other document of title to the purchaser and enter the name of the transferee in the register. The net proceeds of such disposal shall be received by the Company whose receipt shall be a good discharge for the purchase money and shall

be paid (without any interest being payable thereon) to the former registered holder upon surrender by him of the share certificate or other document of title in respect of the shares sold and formerly held by him. The transferee shall not be bound to see the application of such proceeds and after the name of the transferee has been entered in the register in respect of the shares, the validity of the proceedings shall not be questioned. Any delay on the part of the Company in the performance of the provisions of this Article shall not invalidate the transfer of any shares made hereunder or any other process conducted under this Article. Save as otherwise specifically provided by this Article, the manner, timing and terms of any disposal by the Company shall be determined by the Company and the Company may take advice from such persons as are considered by it to be appropriate as to such manner, timing and terms and shall not be liable to any person for the consequences of reliance on such advice.

158.3 For the purposes of this Article a "Shareholder Regulatory Event" occurs if:

(a) a Gaming Regulatory Authority informs the Company or any member of its group that any member of the Company or any person interested or believed to be interested in shares of the Company is:

- (i) unsuitable to be a holder of or person interested in shares of the Company;
- (ii) not licensed or qualified to be a holder of or person interested in shares of the Company; or
- (iii) disqualified as a holder of or person interested in shares of the Company,

under any legislation regulating the operation of any betting, gaming or lottery activity undertaken or to be undertaken by the Company or any member of its group or any other company, partnership or other business entity in which the Company or any member of its group is interested;

(b) a Gaming Regulatory Authority by reason in whole or in part of the interest of any person or persons (direct or indirect) in shares of the Company (or by its belief as to the interest of any person or persons in such shares) has:

- (i) refused or indicated to the Company or any member of its group or any other company, partnership or other business entity in which the Company or any member of its group is interested that it will or is likely to or may refuse;
- (ii) revoked or cancelled or indicated to the Company or any member of its group or any other company, partnership or other business entity in which the Company or any member of its group is interested that it will or is likely to or may revoke or cancel;
- (iii) opposed or indicated to the Company or any member of its group or any other company, partnership or other business entity in which the Company or any member of its group is interested that it will or is likely to or may oppose; or
- (iv) imposed any condition or limitation which may have a material adverse impact upon the operation of any betting, gaming or lottery activity undertaken or to be undertaken by the Company or any member of its group or any other company, partnership or other business entity in which the Company or any member of its group is interested, or upon the benefit which the Company or any other member of its group derives or is likely to derive from the operation by any other member of its group or any other company, partnership or other business entity in which the Company or any member of its group is interested in any betting, gaming or lottery activity, or indicated to the Company or any member of its group or any other such company, partnership or other business entity that it will or is likely to or may impose any such condition or limitation, in relation to;

the grant, renewal, or the continuance of any registration, licence, approval, finding of suitability, consent, or certificate required by any legislation regulating (or code of conduct or practice recognised or endorsed by the Gaming Regulatory Authority relevant to) the operation of any betting, gaming or lottery activity undertaken or to be undertaken by the Company or any member of its group or any other company, partnership or other business entity in which the Company or any member of its group is interested, which is held by or has been applied for by the Company or any member of its group or other such person.

158.4 For the purpose of this Article:

- (a) the Company may, in determining the reason for any action or potential action of a Gaming Regulatory Authority, have regard to any statements or comments made by any members, officers, employees or agents of the Gaming Regulatory Authority whether or not such statements or comments form part of or are reflected in any official determination issued by the Gaming Regulatory Authority, and may act notwithstanding any appeal in respect of the decision of any Gaming Regulatory Authority;
- (b) a "Gaming Regulatory Authority" means any authority wherever located (whether a government department, independent body established by legislation, a self-regulating organisation, court, tribunal, commission, board, committee or otherwise) vested with responsibility (with or without another or others) for the conduct of any betting, gaming or lottery activity;
- (c) the Board may exercise the powers of the Company; for the avoidance of doubt, any powers, rights or duties conferred by this Article on the Company and exercisable by the Board can be exercised by a duly authorised committee of the Board;
- (d) any resolution or determination of, or any decision or the exercise of any discretion or power by, the Company or the Board under this Article shall be final and conclusive and binding on all concerned, and neither the Company nor the Board shall be obliged to give any reason(s) therefore;
- (e) "interested" in relation to the Company's shares shall be construed in accordance with sections 820 to 825 of the 2006 Act; and
- (f) betting, gaming or lottery activity includes (but is not limited to) the manufacture, sale and distribution of equipment or articles used in or for the purposes of any betting, gaming or lottery activity."

By Order of the Board

**Thomas Murphy**

Company Secretary

19 March 2013

Registered Office:

Greenside House

50 Station Road

Wood Green

London N22 7TP

Registered Number: 421 2563 England

## Notes to the Resolutions

### **Annual Report and Accounts 2012 (Resolution 1)**

The directors must present the report of the directors and the accounts of the Company for the 53 weeks ended 1 January 2013 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 CA 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 will be payable to shareholders on 7 June 2013 to shareholders on the register on 15 March 2013. The new ordinary shares to be issued under the Rights Issue will not rank for the proposed final dividend.

### **Re-election of directors (Resolutions 4, 5, 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 38 and 39 of the Annual Report and Accounts 2012. 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 re-appointment 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)**

CA 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.

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

This resolution, if passed, will renew the authority conferred on the directors at the Annual General Meeting on 8 May 2012 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 £23,530,849. This amount represents one-third of the Company's issued ordinary share capital as at 18 March 2013. 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 £47,061,698, representing approximately two-thirds of the Company's issued ordinary share capital as at 18 March 2013. 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.

### **US Schedule to the new 2012 International Savings Related Share Option Plan (Resolution 16)**

At the Company's Annual General Meeting on 8 May 2012, the Company's Shareholders approved the establishment of the William Hill PLC 2012 Savings Related Share Option Plan (the "UK Plan"), and authorised the directors to adopt share plans based on the UK 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.

The Company has now established the William Hill PLC 2012 International Savings Related Share Option Plan (the "International Plan"), pursuant to such authority. Grants of options under the International Plan to US tax-resident employees are intended to be made under a Schedule to the International Plan (the "US Schedule") so as to qualify for beneficial tax treatment pursuant to section 423 of the United States Internal Revenue Code 1986 (as amended). One of the conditions for options granted under the US Schedule to qualify for the intended beneficial tax treatment is that the establishment of the US Schedule, and specifically the maximum number of shares which may be the subject of options pursuant to the US Schedule, be approved by the Company's shareholders.

Notwithstanding that Shareholders have previously approved the establishment of the International Plan, shareholder approval is now sought to approve the establishment of the US Schedule, and the specific limit for the US Schedule, being 10 per cent. of the shares in issue at the date of adoption of the International Plan by the Company's Remuneration Committee, to satisfy the requirements of the relevant US legislation.

The UK Plan and the International Plan, including the US Schedule, operate within the overall 10 per cent. dilution limit which applies to the other share plans operated by the Company. 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.

#### **Disapplication of pre-emption rights (Resolution 17)**

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 8 May 2012. 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 £3,529,627 which represents 5 per cent. of the issued ordinary share capital of the Company as at 18 March 2013. 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 per cent. of the issued share capital will be issued for cash on a non pre-emptive basis during any rolling three-year period.

#### **Authority to purchase own ordinary shares (Resolution 18)**

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 70,592,547 (representing 10 per cent. of the issued share capital of the Company as at 18 March 2013). The maximum price per share for any purchase (exclusive of any expenses) would be the higher of (i) 5 per cent. 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 10p being the nominal value of each ordinary share. This authority will expire at the conclusion of the next Annual General Meeting in 2014.

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 2014.

#### **Length of notice of general meetings other than the Annual General Meeting (Resolution 19)**

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.

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### **Amendment to the Articles of Association (Resolution 20)**

On 21 June 2012, the Company was awarded a gaming licence by the Nevada Gaming Commission. The terms of the licence provide that any person who, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of 5 per cent. or more of William Hill shares must notify the Nevada Gaming Control Board, in writing, within 10 days after it has knowledge of such acquisition. William Hill must also notify the Nevada Gaming Control Board within 10 days of becoming aware of any such acquisition by any person. In addition, any person who, individually or in association with others, acquires, directly or indirectly, beneficial ownership of 10 per cent. or more of William Hill shares must apply to the Nevada Gaming Commission for a finding of suitability within 30 days after the Chairman of the Nevada Gaming Control Board mails written notice requiring such a filing.

Any person who fails or refuses to apply for a finding of suitability within 30 days after being ordered to do so by the Nevada Gaming Commission or the Chairman of the Nevada Gaming Control Board may be found to be unsuitable and could be guilty of a criminal offence if they continue to hold shares in the Company.

In addition, the Company would be subject to disciplinary action if, after it receives notice that a person is unsuitable to be a shareholder or to have any other relationship with William Hill or its subsidiaries, it (i) pays that person any dividend or interest on their shares; (ii) allows that person to exercise, directly or indirectly, any voting right conferred through their shares; (iii) pays remuneration in any form to that person for services rendered or otherwise; or (iv) fails to pursue all lawful efforts to require such unsuitable person to relinquish their shares for cash at fair market value. Such disciplinary action could include fines, or suspension or revocation of the Company's Nevada licence and if such licence is suspended or revoked, the Company would be unable to continue to conduct its US operations.

In order to mitigate such occurrence, or any similar disciplinary action imposed by any other gaming regulatory authority under whose jurisdiction the Group operates, this resolution, which will be proposed as a special resolution, will amend the Company's Articles of Association by the inclusion of a new article empowering the directors to suspend certain rights of members and/or to effect a mandatory sale of their shares in the event that their holding of shares in the Company constitutes a "Shareholder Regulatory Event" as defined therein.

The full text of the proposed new article is set out in resolution 20.

## 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 7 May 2013, 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 7 May 2013 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.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). An identifying Control Number, together with your unique Shareholder Reference Number (SRN) and PIN (all of which are 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 7 May 2013; 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 3FA50) no later than 11.00am on 7 May 2013. 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 18 March 2013, being the last business day prior to the publication of this notice, the Company’s issued share capital consists of 705,925,472 ordinary shares carrying one vote each. Therefore, the total voting rights of the Company as at 18 March 2013 are 705,925,472.
- (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

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(including the auditor's 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.

