

**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 the shareholders of William Hill PLC (the Company) will be held at the Radisson Blu Edwardian Hotel, 9-13 Bloomsbury Street, WC1B 3QD on Tuesday, 8 May 2018 at 11.00 am. Each of the resolutions numbered 1 to 14 (inclusive) to be considered at the meeting will be ordinary business and each of the resolutions numbered 15 to 19 (inclusive) 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 26 December 2017.
2. To approve the annual report on remuneration for the 52 weeks ended 26 December 2017 set out on pages 77 to 97 (inclusive) in the Annual Report and Accounts.
3. To declare a final dividend on the ordinary shares of 8.94p per share for the 52 weeks ended 26 December 2017.
4. To elect Roger Devlin as a director of the Company.
5. To elect Ruth Prior as a director of the Company.
6. To re-elect Philip Bowcock as a director of the Company.
7. To re-elect Mark Brooker as a director of the Company.
8. To re-elect Sir Roy Gardner as a director of the Company.
9. To re-elect Georgina Harvey as a director of the Company.
10. To re-elect David Lowden as a director of the Company.
11. To re-elect John O'Reilly as a director of the Company.
12. To re-elect Robin Terrell as a director of the Company.
13. 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.
14. To authorise the Audit & Risk Management Committee of William Hill PLC (for and on behalf of the Board) to determine the remuneration of the auditor of the Company.
15. To consider the following as an ordinary resolution:

That in accordance with Section 366 of the Companies Act 2006 (CA 2006), 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 EU political parties, to EU political organisations other than political parties or to independent EU election candidates not exceeding £50,000 in total; and
  - (b) incur EU political expenditure not exceeding £50,000 in total;

In each case during the period beginning with the date of this resolution and ending the earlier of the conclusion of the day on which the next Annual General Meeting is held or 28 June 2019.
16. To consider the following as an ordinary resolution:

That the directors are generally and unconditionally authorised for the purposes of 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 up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) CA 2006) of £28,629,136, this authorisation to expire at the earlier of the conclusion of the next Annual General Meeting of the Company or at the close of business on 28 June 2019 (save that the Company may before such expiry make any 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 to subscribe for or to convert any securities into shares, in pursuance of any such offer or agreement as if the authorisation conferred hereby had not expired).

17. To consider the following as a special resolution:

That, if resolution 16 granting authority to allot shares is passed, the directors are empowered pursuant to section 570 and 573 of the CA 2006 to allot equity securities (as defined in that Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the CA 2006 did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities in connection with any rights issue or open offer or any other pre-emptive offer that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £4,294,413,

such power to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 28 June 2019, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power 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 of the Company authorised to be purchased is 85,888,268;
- (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% 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 amount stipulated by Article 5(6) of the Market Abuse Regulation (Exemption for buy-back programmes and stabilisation); and
- (d) the authority conferred by this resolution shall, unless varied, revoked or renewed prior to such time, expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 28 June 2019 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 working days' notice.

The directors believe that the proposals described in this Notice are in the best interests of the Company and its shareholders as a whole. They recommend you give them your support by voting in favour of all the resolutions, as they intend to in respect of their own beneficial shareholdings.

By Order of the Board  
**Luke Thomas**  
Company Secretary  
13 March 2018

Registered Office:  
Greenside House  
50 Station Road  
Wood Green  
London N22 7TP  
Registered Number: 04212563 England

## Explanatory Notes to the Resolutions

### Annual Report and Accounts 2017 (Resolution 1)

The directors must present the Annual Report and the Accounts of the Company for the 52 weeks ended 26 December 2017 to shareholders at the Annual General Meeting. The strategic report, 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 2017.

### Annual report on remuneration (Resolution 2)

This resolution seeks shareholder approval for the annual report on remuneration (including the annual statement by the Chair of the Remuneration Committee) which forms the directors' remuneration report on pages 77 to 97 (inclusive) of the Annual Report and Accounts 2017.

This vote is advisory only. Details on how the policy has or will be applied are set out in the annual report on remuneration.

The Company's auditors, Deloitte LLP, have audited those parts of the directors' remuneration report that are required to be audited.

### 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 2018 to shareholders on the register on 27 April 2018.

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

Roger Devlin was appointed as Chairman Designate with effect from 1 February 2018, and is anticipated to be appointed as Chairman on 2 April 2018, when Gareth Davis will step down from the Board. As this appointment was subsequent to the last Annual General Meeting of the Company, he will retire in accordance with the Company's Articles of Association and will offer himself for election in accordance with Resolution 4.

Roger has extensive experience as an executive, non-executive and Chairman in listed companies, including relevant experience of a number of businesses and organisations in leisure, sport and betting and gaming. He has been Chairman of leading pub operator and brewer Marston's PLC since September 2013. He was also Chairman of Sports Information Systems (Holdings) Limited (SIS), where William Hill plc is a 19.5% shareholder, until January 2018 and remains Senior Independent Director of the Football Association until June 2018, when he will step down from that appointment. Previously, Roger was Chairman of private gaming operator and developer Gamesys between 2006 and 2016.

Before building his experience as an independent director, Roger had a successful executive career which included a variety of senior and board level roles, spanning investment banking, industrial and international businesses. This included over ten years with Hilton Group plc as Group Corporate Development Director and an Executive Committee member as well as a Board director for both the hotels and Ladbrokes businesses owned by Hilton Group at that time.

Ruth Prior was appointed as Chief Financial Officer and an Executive Director with effect from 2 October 2017. As this appointment was also subsequent to the last Annual General Meeting of the Company, she will retire in accordance with the Company's Articles of Association and will offer herself for election in accordance with Resolution 5.

Ruth joined William Hill from Worldpay Group plc, having joined Worldpay in October 2013 as Deputy CFO and had subsequently been appointed COO in December 2016. She was previously Group CFO of EMI Group and, prior to that, worked for the private equity firm Terra Firma Capital Partners as a finance director, working across numerous portfolio businesses with a focus on strategic and operational transformation. Earlier in her career she worked at Whitbread and Bass, after starting her career at Unilever. Ruth has a degree in Biochemistry and is a Chartered Management Accountant.

### Re-election of directors (Resolutions 6 to 12 inclusive)

Under the UK Corporate Governance Code, provision B.71 states that all directors of FTSE 350 companies should be subject to annual election by shareholders. Accordingly, all of the remaining directors in respect of resolutions 6 to 12 will offer themselves for re-election. Biographical details of each of the directors seeking re-election appear on pages 54 and 55 of the Annual Report and Accounts 2017 and are also available on the Company's website at [www.williamhillplc.com](http://www.williamhillplc.com).

The Board confirms that, following the formal performance evaluation completed in 2017, the performance of each of the directors standing for re-election continues to be effective and each demonstrates commitment to their roles, including commitment of time for Board and Committee meetings and any other duties.

## Explanatory Notes to the Resolutions

### Re-appointment of auditor (Resolution 13)

The auditor of a company must be re-appointed at each general meeting at which accounts are laid. Resolution 13 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 14)

The Audit & Risk Management Committee of William Hill PLC has responsibility for overseeing the relationship with the external auditor. This responsibility includes approving the external auditor's engagement letter and the audit fee. This resolution seeks shareholder approval to authorise the Audit & Risk Management Committee to determine the remuneration of the auditor of the Company.

### EU Political donations and EU political expenditure (Resolution 15)

The Companies Act 2006 (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 15 in order to continue to put forward its views to wider business and government interests, without running the risk of being in breach of the legislation.

### Authority to allot shares (Resolution 16)

The directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or convert any securities into, shares. This authority is, however, due to expire at the conclusion of the 2018 Annual General Meeting. The Board would like to seek a new allotment authority at the forthcoming meeting to provide the directors with flexibility to allot new shares and grant rights up until the Company's 2019 Annual General Meeting within the limits prescribed by The Investment Association.

Following consultation with investors during the year (details of which are set out on page 63 of the Annual Report and Accounts 2017), the Board proposes seeking a reduced level of allotment authority this year. Consequently, if passed, this resolution will authorise the directors to allot (or grant rights over) new shares in any circumstances up to a maximum aggregate nominal amount of £28,629,136. This amount represents approximately one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 23 February 2018, the latest practicable date prior to the publication of this Notice.

If this resolution is passed, this authority will expire at the earlier of the end of the Company's next Annual General Meeting or at the close of business on 28 June 2019.

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 best practice with regards to its use, as recommended by The Investment Association. As at 23 February 2018, the latest practicable date prior to the publication of this Notice, the Company held 28,412,588 treasury shares.

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

This resolution, which will be proposed as a special resolution, if passed, will enable the directors to allot equity securities (such as ordinary shares) in the Company, or to sell any shares out of treasury, for cash, without first offering those equity securities to existing shareholders in proportion to their existing holdings within the limits prescribed by The Pre-Emption Group.

Following consultation with investors during the year (details of which are set out on page 63 of the Annual Report and Accounts 2017), the Board proposes seeking a reduced disapplication power this year. Consequently, if passed, this resolution will permit the directors to allot equity securities for cash on a non-pre-emptive basis both in connection with a rights issue or similar pre-emptive offer and, otherwise than in connection with any such issue, up to a maximum aggregate nominal value of £4,294,413 which represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 23 February 2018 (being the latest practicable date prior to the publication of this Notice). The directors do not intend to seek a separate disapplication power this year over an additional 5% of the share capital for specific use in connection with acquisitions or capital investments as permitted by The Pre-Emption Group.

## Explanatory Notes to the Resolutions

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

The directors believe this resolution should be proposed as they consider it prudent to maintain the flexibility that it provides. The directors do not currently intend to make use of the power and anticipate only making use of it where the specific circumstances of the Company require. In accordance with the guidelines issued by the Pre-Emption Group, the directors confirm it is also 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, other than to existing shareholders, without prior consultation with shareholders.

### 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 2018 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 85,888,268 (representing 10% of the issued share capital of the Company as at 23 February 2018). 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) the amount stipulated by Article 5(6) of the Market Abuse Regulation (Exemption for buy-back programmes and stabilisation). The minimum price (exclusive of any expenses) would be 10p, being the nominal value of each ordinary share.

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. Approval for the return of capital completed during the 2016 financial year was given by shareholders at the 2015 and at the 2016 Annual General Meetings. As at 23 February 2018 (being the latest practicable date prior to the publication of this Notice), 29,573,675 ordinary shares of the Company had been repurchased under the authorities given at previous Annual General Meetings.

Companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. The directors intend to consider the treatment of any shares as and when purchased under this authority and if they consider it appropriate to do so, the Company may hold in treasury any of its shares that it purchases as an alternative to cancelling them. The directors may subsequently use any purchased treasury shares in connection with the Group's share plans. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

The total number of options and awards over ordinary shares that were outstanding as at 23 February 2018, being the latest practicable date prior to the publication of this Notice, was 18,051,143 ordinary shares representing 2.10% of the issued share capital of the Company at that date (2.34% if the proposed authority to purchase ordinary shares in the Company under this resolution had been obtained and exercised in full).

The authority will only be valid until the earlier of the conclusion of the next Annual General Meeting in 2019 or 28 June 2019.

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

Changes made to the CA 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. Under the UK Corporate Governance Code published in April 2016, provision E.2.4. states that the notice for general meetings other than the Annual General Meeting should be at least 14 working days in advance.

This resolution, which will be proposed as a special resolution, if passed, will allow the Company to call general meetings other than Annual General Meetings on 14 working days' notice. The approval will be effective until the Company's Annual General Meeting in 2019, when it is intended that a similar resolution will be proposed. The Company will give as much notice as practicable when convening a general meeting. The shorter notice period would not be used as a matter of routine for such meetings but only where the Company considers the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The Company already meets the requirements for electronic voting under the Shareholders' Rights Regulations to allow it to call general meetings on 14 clear days' notice.

## Important 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 3 May 2018, 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 3 May 2018 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 form of proxy 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 a 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 attendance 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 3 May 2018; 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 3 May 2018. 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 CA 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 23 February 2018, being the last practical date prior to the publication of this Notice, the Company's issued share capital consisted of ordinary shares carrying one vote each. Therefore, the total voting rights of the Company as at 23 February 2018 were 858,882,684. There were 28,412,588 shares held in treasury.
- (g) Copies of directors' service contracts and Non-executive Directors' letters of appointment with the Company 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.

## Important Notes

- (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'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, corporate representative or appointed proxy 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.

