

WILLIAM HILL PLC (THE "COMPANY")

CORPORATE RESPONSIBILITY COMMITTEE TERMS OF REFERENCE – JANUARY 2019

Constitution

1. The Board has resolved to establish a Committee of the Board to be known as the Corporate Responsibility Committee (the "**Committee**").
2. The Committee has the delegated authority of the Board to oversee and review the Company's dealings with government, regulators and the regulatory issues affecting the Company. The authority delegated by the Board to the Committee is in respect of all global jurisdictions in which the Group has operations, or in which it may plan to operate in future. In addition, the Committee will review the Company's strategies and policies and advise the Board on other matters as described below.

Purpose

3. The primary role of the Committee is to:
 - (a) develop and review the Group's corporate responsibility strategy and to monitor related operational performance, including matters which may be the subject of scrutiny by a government-appointed regulator and matters which may impact the Company's corporate standing or reputation in any market in which the Group has operations;
 - (b) exercise oversight on how the Company and its businesses observe applicable licensing objectives and on the strategies regarding other corporate responsibility matters including health and safety, workforce and broader stakeholder engagement, customer relations, compliance, community, security, sustainability and environmental matters;
 - (c) consider the interests of key stakeholders, in particular the Company's workforce, and the matters set out in section 172 Companies Act 2006, and make recommendations to the Board as to topics for discussion and decision-making;
 - (d) monitor corporate responsibility related performance globally, setting measures or targets where appropriate and to review external corporate responsibility reporting; and
 - (e) review any other corporate responsibility related matters delegated by the Board.

Membership

4. The Committee shall be appointed by the Board from time to time, and the majority of its members shall be independent Non-executive Directors of the

Company. The Committee shall consist of at least three members. A quorum shall be two members, both of whom must be independent Non-executive Directors. Appointments to the Committee shall be for a period of up to three years, which may be extendable by no more than two additional three-year periods, provided the Director still meets the criteria for membership of the Committee.

5. The Chairman of the Committee shall be a Non-executive Director of the Company.
6. The Chairman and members of the Committee shall be identified in the Company's Annual Report.

Meetings

7. Only members of the Committee have a right to attend Committee Meetings. Other individuals such as the Chief Financial Officer, General Counsel, Director of Strategy, Brand and Investor Relations, Head of Security, the Company Secretary, the Group HR Director and external advisers may be invited to attend for all or part of any meeting as and where appropriate.
8. The Committee Chairman shall report formally to the Board on its proceedings after each meeting.
9. The Committee shall appoint the Company Secretary or their nominee, to be Secretary to the Committee.
10. Meetings may be held by video conference, telephone, or by any other manner permitted in the Company's constitution.
11. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend, and all other Non-executive Directors, no later than four working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.
12. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board unless a conflict of interest exists.
13. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions regarding the Committee's activities.
14. The Committee shall meet as necessary but, as a minimum, four times in any calendar year.

Duties

15. The Committee's key duties and accountabilities will include:

- (a) monitoring regulatory and corporate responsibility risks, including risks to the licensing objectives in the UK and other jurisdictions in which the Group has regulated businesses;
- (b) ensuring delivery of regulatory objectives;
- (c) reviewing the strategy and monitoring adherence to good practice on environmental and community policies (including charity policy) globally;
- (d) oversight of health and safety risk and performance in all jurisdictions in which the Group operates;
- (e) monitoring the relationship and objectives with the Primary Authorities for health, safety and / or fire in the UK, and any equivalent authorities in any other jurisdictions;
- (f) reviewing and recommending to the Board an annual update to the Company's Modern Slavery Statement to be published on the William Hill website under the Modern Slavery Act 2015;
- (g) oversight of the Group's Sustainability policy (including long-term incentive plans and annual bonus metrics);
- (h) monitoring and considering political updates (for example, following party conferences);
- (i) ensuring that mechanisms are in place for employee engagement, development, welfare and support processes, including (but not limited to) making recommendations to the Board as to the implementation of an appropriate engagement mechanism or combination of mechanisms with the workforce as required by Provision 5 of the FRC UK Corporate Governance Code, and keeping this under review to ensure it remains effective and the most suitable engagement mechanism for the Company;
- (j) considering and understanding the views of the Company's key stakeholders (in particular its workforce, but also including broader categories such as suppliers) and making recommendations to the Board as to how their interests should affect the Board's decision-making;
- (k) considering the matters as set out in section 172 Companies Act 2006, and making recommendations to the Board as to topics for discussion that will ensure the promotion, in good faith, of the success of the Company for the benefit of its members as a whole;

- (l) considering and making recommendations to the Board as to the form and content of disclosures to be included in Annual Report and Accounts of the Company describing how the Board has discharged its duties under section 172 Companies Act 2006;
- (m) considering topics tied to Company strategy, including but not limited to i) the Company's and industry's role in promoting the integrity of sports betting; ii) responsible gambling; and iii) player protection; and
- (n) monitoring on an ad-hoc basis industry updates by the Gambling Commission and other relevant bodies.

Standing Committee Accountabilities and Authorities

16. The Committee shall also have the following standing accountabilities and authorities, to be completed at least annually:
- (a) reporting formally to shareholders, to include a review of its key recent activities; any areas of focus; a description of the Board's key related policies; any measurable objectives it has set; and progress on achieving those objectives. The report shall be included within the Company's Annual Report and Accounts;
 - (b) taking responsibility for the review and approval of the Annual Sustainability Report produced for stakeholders;
 - (c) reviewing its own performance, constitution and terms of reference to ensure that the Committee is operating effectively. The Committee shall also recommend any changes it considers necessary regarding the workings of the Committee to the Board; and
 - (d) reviewing and approving the Company's Annual Assurance Statement (or similar) submitted to the GB Gambling Commission, and any equivalent assurance processes in other jurisdictions.

Other matters

17. The Committee shall:
- (a) have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
 - (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members; and

- (c) give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate.

Authority

- 18. The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference. With regards to this, the Committee shall follow the "Guidelines for Seeking Independent Professional Advice" adopted by the Board.
- 19. The Committee is authorised to seek any information it requires from employees of the Group relating to any Group activity which falls within these terms of reference.

Approved by the Board on 17 January 2019.