

11 March 2019

Dear Shareholder,

Annual General Meeting 2019

I am pleased to enclose the Notice of Meeting for the Annual General Meeting (AGM) of William Hill PLC. The AGM will be held on Wednesday 15 May 2019 at No. 11 Cavendish Square, 11-13 Cavendish Square, London W1G 0AN. The meeting will start at 2.30 pm and instructions how to get to the venue and a map are available on page 12 of this document.

If you will not be attending, you may appoint a proxy by completing and returning the enclosed proxy form. Alternatively, you may appoint a proxy electronically via www.investorcentre.co.uk/eproxy or if you hold your shares in CREST, via the CREST system. Notice of your appointment of a proxy should reach the Company's registrar, Computershare, by 2.30 pm on Monday 13 May 2019. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Our 2018 Annual Report and other shareholder communications including this AGM Notice of Meeting can be found on our website: www.williamhillplc.com/investors/results-centre/2019 and I would encourage you to make use of them.

Included in the business of the AGM are resolutions to receive and adopt the Directors' Report and the Financial Statements for the 53 weeks ended 1 January 2019, to approve the annual report on remuneration for the period ended 1 January 2019 and to confirm the appointment of Deloitte LLP as the Company's auditors.

We are also recommending the formal election of Gordon Wilson, who was appointed as a Non-executive Director on 2 January 2019. Gordon's biography is set out in the explanatory notes to this document.

On 19 December 2018, we announced that David Lowden will step down from the Board on 4 March 2019 in order to focus on his other commitments. On behalf of the Board, I would like to thank David for his contribution to the Company and service to the Board.

In accordance with the UK Corporate Governance Code (the Code), all of the other Directors of the Company will stand for re-election to the Board and their accompanying biographical details are set out in the explanatory notes. The Board considers that the contribution and skills of each of the Directors is, and continues to be, important to the long-term sustainable success of the Company.

Explanatory notes for the business of the AGM are given on pages 6 to 9 of this document.

Recommendation

Your Board considers that the Resolutions contained in the Notice of Meeting are in the best interests of the Company and shareholders as a whole and recommends that shareholders vote in favour of them, as your Directors intend to do in respect of their beneficial shareholdings.

The voting results on the Resolutions will be announced via the UK Regulatory News Service and published on our website as soon as possible after the AGM.

Yours sincerely,

Roger Devlin
Chairman
William Hill PLC



William Hill PLC
Notice of Annual General Meeting

Wednesday 15 May 2019

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately.

If you have recently sold or transferred all of your shares, please pass this document, with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of William Hill PLC (the Company) will be held at No. 11 Cavendish Square, 11-13 Cavendish Square, London, W1G 0AN on Wednesday, 15 May 2019 at 2.30 pm. 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 17 (inclusive) will be special business.

Ordinary 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 2019.
2. To approve the annual report on remuneration for the 53 weeks ended 1 January 2019 set out on pages 87 to 105 (inclusive) in the Annual Report and Accounts.
3. To declare a final dividend on the ordinary shares of 7.74p per share for the 53 weeks ended 1 January 2019.
4. To elect Gordon Wilson as a director of the Company.
5. To re-elect Roger Devlin as a director of the Company.
6. To re-elect Philip Bowcock as a director of the Company.
7. To re-elect Ruth Prior as a director of the Company.
8. To re-elect Mark Brooker as a director of the Company.
9. To re-elect Georgina Harvey as a director of the Company.
10. To re-elect Robin Terrell as a director of the Company.
11. To authorise the Audit and Risk Management Committee of the Company 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.
12. To authorise the Audit and Risk Management Committee of the Company (for and on behalf of the Board) to determine the remuneration of the auditor of the Company.
13. To consider the following as an ordinary resolution:

That in accordance with sections 366 and 367 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 in aggregate to:

- (a) make political donations not exceeding £50,000 in total to: (i) political parties; (ii) political organisations other than political parties; and/or (iii) independent election candidates; and

- (b) incur political expenditure not exceeding £50,000 in total,

(as such terms are defined in sections 363 to 365 of the CA 2006) provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of passing this resolution and ending at the earlier of the conclusion of the next Annual General Meeting or close of business on 30 June 2020.

14. 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 and 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 £29,135,405, 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 30 June 2020, 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.

Special Business

15. To consider the following as a special resolution:

That, if resolution 14 granting authority to allot shares is passed, the directors are empowered pursuant to sections 570 and 573 of the CA 2006 to allot equity securities (as defined in the CA 2006) 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 and sale of treasury shares 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 or any other matter; 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 £4,370,311,

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 30 June 2020, 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.

16. 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 87,406,213;
- (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 higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

such authority to expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 30 June 2020 save that the Company may, before the expiry of this authority, enter into a contract to purchase ordinary shares which would, or might, be completed or executed wholly or partly after the expiry of this authority and the Company may purchase ordinary shares pursuant to any such contract as if the authority conferred by this resolution had not expired.

17. To consider the following as a special resolution:

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

By Order of the Board

Balbir Kelly-Bisla
Company Secretary
11 March 2019

Registered Office:

1 Bedford Avenue
London
WC1B 3AU
Registered Number: 04212563 England

Explanatory Notes to the Resolutions

Annual Report and Accounts 2018 (Resolution 1)

Under section 437 of the Companies Act 2006 (CA 2006), the directors must present the Annual Report and the Accounts of the Company for the 53 weeks ended 1 January 2019 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 2018.

Annual report on remuneration (Resolution 2)

Under section 439 of the CA 2006, the Company is required to seek shareholder approval for the directors' remuneration report on pages 87 to 105 (inclusive) of the Annual Report and Accounts 2018.

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 6 June 2019 to shareholders on the register on 26 April 2019.

Election of director (Resolution 4)

Gordon Wilson was appointed to the Board of Directors as an independent Non-executive Director with effect from 2 January 2019. 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.

Biography of Gordon Wilson

Gordon has been President, CEO and a member of the Board of Directors of Travelport Worldwide Limited ('Travelport') since 2011 which has been listed on the NYSE since 2014. Travelport is a leading global e-commerce platform, providing real-time search, shopping, booking and travel management software, data and systems for flight, hotel, rail and car bookings for the travel industry. In December 2018, the company announced an agreement to be acquired by affiliates of Siris Capital Group, LLC and Evergreen Coast Capital Corp in an all cash transaction valued at approximately \$4.4 billion which is expected to close in early 2019. Gordon's extensive experience of the development and use of technology on a global basis, including all the key geographies in which William Hill operates will bring great value to the Company alongside his substantial experience in all aspects of being the CEO of a significant global enterprise. Gordon also chairs travel payments provider eNett, a joint venture company in which Travelport is the majority shareholder and which is now the leading cross-border international commercial payments business operating in the travel industry. He sits on the executive committee of the World Travel and Tourism Council. The Board considers that the contribution of Gordon Wilson is, and continues to be, important to the long-term sustainable success of the Company.

Re-election of directors (Resolutions 5 to 10 inclusive)

Under the 2018 UK Corporate Governance Code, provision 18 states that all directors should be subject to annual election by shareholders. Accordingly, all of the remaining directors in respect of resolutions 5 to 10 will offer themselves for re-election.

Biographies of directors standing for re-election

Roger Devlin, Non-executive Chairman

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 is currently Chairman of Persimmon plc and was previously Chairman of leading pub operator and brewer, Marston's PLC. He was also Chairman of Sports Information Services (Holdings) Limited (SIS), where William Hill plc is a 19.5% shareholder, until January 2018, and Senior Independent Director of the Football Association until June 2018, when he stepped 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. The Board considers that the contribution of Roger Devlin is, and continues to be, important to the long-term sustainable success of the Company.

Explanatory Notes to the Resolutions

Philip Bowcock, Chief Executive Officer

Philip joined William Hill from Cineworld Group where he was Finance Director for nearly four years. Previously, he was Finance Director at Luminar PLC, having had senior finance roles at Barratt Developments PLC and Tesco. He also spent seven years at Hilton Group as Vice President of Finance at a time when the company owned Ladbrokes. He is a Chartered Management Accountant. The Board considers that the contribution of Philip Bowcock is, and continues to be, important to the long-term sustainable success of the Company.

Ruth Prior, Chief Financial Officer

Ruth joined William Hill from Worldpay Group plc, having joined Worldpay in October 2013 as Deputy CFO and subsequently being appointed COO in December 2016. She is also a Non-executive director of Motability Operations Group. 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. The Board considers that the contribution of Ruth Prior is, and continues to be, important to the long-term sustainable success of the Company.

Mark Brooker, Senior Independent Non-executive Director

Mark was appointed Senior Independent Non-executive Director in October 2018. He currently holds Non-executive directorships at AA plc, Equiniti Group plc, Findmypast Limited and Seedrs Limited. Mark was formerly Chief Operating Officer and executive director at Trainline. He was also previously Chief Operating Officer and an Executive Director at Betfair Group, having earlier held the position of Managing Director of the company's Sports business. Prior to joining Betfair, Mark had extensive experience in corporate broking at Morgan Stanley, Merrill Lynch and NatWest Markets. The Board considers that the contribution of Mark Brooker is, and continues to be, important to the long-term sustainable success of the Company.

Georgina Harvey, Independent Non-executive Director

Georgina is a Non-executive Director of Big Yellow Group plc and Senior Independent Director of McColl's Retail Group plc. She was formerly Managing Director of the Regionals division of Trinity Mirror plc. Georgina Harvey started her media career at Express Newspapers plc where she was appointed Advertising Director in 1994. She joined IPC Media Ltd in 1995 and went on to form IPC Advertising in 1998, where she was Managing Director. She was a member of the Board of IPC Media from 2000. Ms Harvey was appointed President of the Newspaper Society in July 2010. The Board considers that the contribution of Georgina Harvey is, and continues to be, important to the long-term sustainable success of the Company.

Full biographical details of each of the directors seeking election and re-election also appear on pages 64 and 65 of the Annual Report and Accounts 2018 and are available on the Company's website at www.williamhillplc.com.

The Board confirms that, following the formal internal performance evaluation completed in 2018, 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.

Robin Terrell, Independent Non-executive Director

Robin has extensive experience in leading online and retail businesses ranging from Amazon, where he was Vice President and Managing Director UK, to John Lewis, where he was Managing Director of John Lewis Direct. Most recently he was Chief Customer Officer at Tesco, where he also served as Interim Managing Director, UK and Group Multi-channel Director. Prior to that he served as Executive Director of Multi-channel and International at House of Fraser. He is also qualified as a Chartered Accountant. The Board considers that the contribution of Robin Terrell is, and continues to be, important to the long-term sustainable success of the Company.

Re-appointment of auditor (Resolution 11)

Under section 489 of the CA 2006, the Company is required to appoint an auditor at each general meeting at which accounts are laid. The auditor will usually hold office from the conclusion of an Annual General Meeting until the conclusion of the following Annual General Meeting. The Company's existing auditor, Deloitte LLP, has agreed to continue in office as auditor of the Company and, accordingly, Resolution 11 authorises the Audit and Risk Management Committee to re-appoints Deloitte LLP as auditor of the Company.

Explanatory Notes to the Resolutions

Remuneration of the auditor (Resolution 12)

The Audit and 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 and Risk Management Committee to determine the remuneration of the auditor of the Company.

Political donations (Resolution 13)

Part 14 of the CA 2006 prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to (i) political parties; (ii) other political organisations and (iii) independent election candidates and from incurring political expenditure without shareholders' consent. The Company's policy is that neither it nor its subsidiaries will make political donations or incur political expenditure falling within Part 14 of the CA 2006 and the directors have no intention of using the authority for that purpose. However, the legislation is very broadly drafted and may catch the Company's normal business activities such as supporting certain bodies involved in law reform and policy review. Accordingly the directors have decided to continue to seek shareholder authority for political donations and political expenditure in case any of the Group's normal business activities are unintentionally caught by the legislation.

Authority to allot shares (Resolution 14)

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 earlier of the conclusion of the 2019 Annual General Meeting or 30 June 2019. 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 2020 Annual General Meeting within the limits prescribed by The Investment Association.

Consistent with its approach at the last Annual General Meeting, the Board proposes seeking a reduced (from the maximum permissible) 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 £29,135,405. This amount represents approximately one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 27 February 2019, 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 30 June 2020.

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 27 February 2019, the latest practicable date prior to the publication of this Notice, the Company held 26,663,571 treasury shares.

Disapplication of pre-emption rights (Resolution 15)

This resolution, which will be proposed as a special resolution will, if passed, 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.

Consistent with its approach at the last Annual General Meeting, the Board proposes seeking a reduced (from the maximum permissible) 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 £4,370,311 which represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 27 February 2019 (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.

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 that it is also their intention that no more than 7.5% of the issued share capital (excluding treasury shares) will be issued for cash on a non-pre-emptive basis during any rolling three-year period without prior consultation with shareholders.

Explanatory Notes to the Resolutions

Authority to purchase own ordinary shares (Resolution 16)

This resolution, which will be proposed as a special resolution, will, if passed, renew the Company's authority granted at the last Annual General Meeting which expires on the date of the 2019 Annual General Meeting. The resolution gives the Company authority to buy back up to 87,406,213 of its issued ordinary shares in the market. This is equal to 10% of the Company's issued share capital as at 27 February 2019 (being the latest practicable date prior to the publication of this Notice). You will see that the resolution sets out the lowest and highest prices that the Company can pay for the ordinary shares.

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. As at 27 February 2019 (being the latest practicable date prior to the publication of this Notice), no 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 27 February 2019, being the latest practicable date prior to the publication of this Notice, was 17,468,242 ordinary shares representing 2.0% of the issued share capital of the Company at that date (2.2% 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 of the company or 30 June 2020.

Length of notice of general meetings other than the Annual General Meeting (Resolution 17)

This resolution, which will be proposed as a special resolution, will allow the Company to call general meetings other than Annual General Meetings on 14 clear days' notice. The notice period required by the CA 2006, under section 307A for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual General Meetings must always be held on at least 21 clear days' notice. The authority granted by this resolution will be effective until the Company's next Annual General Meeting when it is intended that a similar resolution will be proposed.

The flexibility offered by this resolution will only be used where, taking into account the circumstances, the directors consider it is merited by the business of the meeting and is thought to be in the interests of the Company and shareholders as a whole.

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 2.30 pm on 13 May 2019, 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 2.30 pm on 13 May 2019 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 less than 48 hours before the time of the meeting; or
 - electronically, by logging onto the Computershare website at 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 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 2.30 pm on 13 May 2019; 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 2.30 pm on 13 May 2019. 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.

Important Notes

- (f) As at 27 February 2019, being the latest practicable 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 27 February 2019 were 874,062,135. There were 26,663,571 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.
- (j) Under section 527 of the 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 the 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 the CA 2006. Where the Company is required to place a statement on a website under section 527 of the 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 the 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 the CA 2006, can be found at www.williamhillplc.com.
- (n) Under section 338 and section 338A of the 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 the date being 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.

Important Notes

AGM Information

Date	Wednesday 15 May 2019
Location	No. 11 Cavendish Square, 11-13 Cavendish Square, London W1G 0AN.
Nearest tube stations	Oxford Circus and Regent's Park.
Entrance and registration	Entrance is through the Kings Fund main entrance on Dean's Mews, just off Cavendish Square. Registration is to the right of the entrance.
Timings	1.30 pm registration opens; AGM starts at 2.30 pm in the Burdett Suite.
Refreshments	Tea and coffee will be made available in the Orangery on registration and immediately after the meeting.

