



This document is important and requires your immediate attention

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document, together 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.

If you are receiving multiple copies of the William Hill PLC Annual Report, notice of meeting and proxy documents and wish to receive only one copy in future, you can amalgamate your holdings into a single shareholder account by contacting our registrar, Capita Registrars:

By telephone: 0870 162 3100 (international tel: +44 870 162 3100)

By post: Capita Registrars, Northern House, Woodsome Park, Fenay Bridge, Huddersfield, West Yorkshire HD8 0LA

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 Tuesday 12 May 2009 at 11.00 a.m. Each of the resolutions numbered 1 to 7 (inclusive) to be considered at the meeting will be ordinary business and each of the resolutions numbered 8 to 13 will be special business.

1. To receive the directors' report and accounts for the fifty-two weeks ended 30 December 2008.
2. To approve the Directors' Remuneration Report.

To re-elect the following directors who offer themselves for re-election under the Company's Articles of Association:

3. David Edmonds
4. Simon Lane.

To elect the following director appointed to the Board since the last AGM:

5. Ashley Highfield
6. To re-appoint Deloitte LLP as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.

7. To authorise the directors to determine the remuneration of the Auditors of the Company.

8. To consider the following as an ordinary resolution:

(a) "That in place of the authority given by way of the ordinary resolution of the Company dated 15 May 2008, the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to:

(i) allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £23,195,162 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed; and

(ii) make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired;

(b) That, subject to paragraph (c), the authority given to the directors pursuant to section 80 by way of the ordinary resolution of the Company passed on 15 May 2008 be revoked by this resolution; and

(c) That paragraph (b) shall be without prejudice to the continuing authority of the directors to allot relevant securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made."

9. 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 make donations to EU political organisations not exceeding £50,000 in total and to incur EU political expenditure not exceeding £50,000 in total during the period beginning with the date of the 2009 Annual General Meeting and ending at the conclusion of the day on which the 2010 Annual General Meeting is held. For the purposes of this Resolution, "donations", "EU political organisations" and "EU political expenditure" have the meanings given to them in Sections 363 to 365 of the Companies Act 2006."

10. To consider the following as a special resolution:

"That subject to the passing of resolution numbered 8 in the notice of the meeting the directors be generally empowered pursuant to section 95 of the Companies Act 1985 (the Act) to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) for cash, pursuant to the authority conferred by the resolution numbered 8 in the notice of the meeting as if section 89(1) of the Act did not apply to the allotment.

This power:

(a) expires at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

(b) shall be limited to:

(i) the allotment of equity securities in connection with an issue in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of ordinary shares, but subject to such exclusions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of a regulatory body or stock exchange; and

(ii) the allotment of equity securities for cash otherwise than pursuant to paragraph (i) up to an aggregate nominal amount equal to £3,479,274.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by the resolution numbered 8 in the notice of the meeting" were omitted.

11. To consider the following as a special resolution:

"That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 10 pence each in the Company (Ordinary Shares) subject to the following conditions:

(a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 69,585,488, representing 10% of the Company's issued ordinary share capital; and

(b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 10 pence (being the nominal value of an Ordinary Share);

(c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) an amount equal to the higher of the price 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);

(d) this authority shall expire at the close of the Annual General Meeting of the Company held in 2010; and

(e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority."

12. To consider the following as a special resolution:

“That the Articles of Association produced to the Annual General Meeting and initialled by the Chairman of the Meeting for the purpose of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.”

13. To consider the following as a special resolution:

“That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days’ notice.”

By Order of the Board

Thomas Murphy
Company Secretary

6 April 2009

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

Registered Number: 4212563

Notes to the Resolutions

- (1) The directors must present the report of the directors and the accounts of the Company for the 52 weeks ended 30 December 2008 to shareholders at the Annual General Meeting. The report of the directors, the accounts, and the report of the Company's auditors 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.
- (2) In line with best practice in corporate governance, as now reflected in the Remuneration Report Regulations 2002, the Board has presented its Directors' Remuneration Report to shareholders in the annual report and accounts. The Directors' Remuneration Report gives details of the directors' remuneration for the 52 weeks ended 30 December 2008 and sets out the Group's overall policy on directors' remuneration. As required by the Remuneration Report Regulations, the Company's auditors have audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found in the annual report and accounts. The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Group's overall objectives and, accordingly, and in compliance with the Remuneration Report Regulations, shareholders will be invited to approve the Directors' Remuneration Report.
- (3) and (4) The Company's Articles of Association state that one third of the directors should retire at each Annual General Meeting. Information on the directors who served in 2008, including David Edmonds and Simon Lane who are offering themselves for re-election, is provided in the section of the annual report and accounts on the Board of Directors. In addition to the biographical details found in the annual report and accounts enclosed with this notice and made available to enable shareholders to make an informed decision on the election and re-election of directors, the other members of the Board confirm that, following formal performance evaluation, the performance of David Edmonds and Simon Lane continues to be effective and demonstrates commitment to their roles, including commitment of time for Board and Committee meetings and any other duties.
- (5) The Company's Articles of Association state that any director appointed by the Board should retire at the next Annual General Meeting following his appointment. In accordance with these provisions Ashley Highfield, (appointed by the Board as a non-executive director on 17 November 2008) is being proposed for election. Biographical details on Mr Highfield can be found in the section of the annual report and accounts on the Board of Directors. The Board is of the opinion that Mr Highfield should be elected to the Board.
- (6) The auditors of a company must be re-appointed at each general meeting at which accounts are laid. The resolution proposes the reappointment of the Company's existing auditors, Deloitte LLP, until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
- (7) To authorise the directors to determine the remuneration of the auditors of the Company.
- (8) This resolution, if passed, will renew the authority conferred on the directors at the Annual General Meeting on 15 May 2008 which expires at the end of the forthcoming Annual General Meeting. This resolution will authorise the directors to allot the Company's unissued shares up to a maximum nominal amount of £23,195,162. This amount represents one third of the Company's expected authorised and issued ordinary share capital (calculated exclusive of treasury shares) as at 8 April 2009. The Company held 5,791,318 shares in treasury as at 5 April 2009, the last business day prior to publication of this notice. 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.

The directors have no present intention to exercise this authority other than in connection with the Company's share incentive schemes.

- (9) The Companies Act 2006 requires companies to seek shareholder approval for donations to organisations within the European Community which are, or could be, categorised as EU political organisations or incurring EU political expenditure. The Company's policy is that neither it nor its subsidiaries will make donations to, or incur expenditure on behalf of, EU political parties. However, these terms are very widely defined in the legislation and activities which are in the shareholders' interests between the Company and other bodies concerning, for example, law reform, policy review and other business matters affecting the Company may be included in the definitions. The Company is proposing resolution 9 to ensure that it does not commit any technical breach when furthering its legitimate business interests.

- (10) 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 15 May 2008 to issue equity securities of the Company for cash without application of the pre-emption rights pursuant to section 89 of the Companies Act 1985. Other than in connection with a rights issue, scrip dividend, or other similar issue, the authority contained in this resolution will be limited to an aggregate nominal value of £3,479,274 which represents 5% of the expected issued ordinary share capital (calculated exclusive of treasury shares) of the Company as at 8 April 2009. If this resolution is passed, this authority will expire at the end of the next Annual General Meeting of the Company after it is passed.

In accordance with the guidelines issued by the Pre-Emption Group, the directors confirm their intention that no more than 7.5% of the issued share capital will be issued for cash on a non pre-emptive basis during any rolling three-year period.

- (11) 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 as permitted by the Companies Act 1985. The authority limits the number of shares that could be purchased to a maximum of 69,585,488 (representing 10% of the issued share capital of the Company as at 8 April 2009 excluding treasury shares). The maximum price per share for any purchase (exclusive of any expenses) would be the higher of (i) 5% above the average of the middle market values for an Ordinary Share of the Company derived from the London Stock Exchange Daily Official List for each of the five business days immediately preceding the day on which the Ordinary Shares are purchased or (ii) an amount equal to the higher of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS). The minimum price (exclusive of any expenses) would be 10 pence being the nominal value of each Ordinary Share. This authority will expire at the conclusion of the Annual General Meeting of the Company next year.

The directors' decision to exercise this authority to purchase the Company's Ordinary Shares will depend on and take into account a number of factors including the Company's share price and other investment opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally.

Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange.

Under The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 which came into force on 1 December 2003 companies are allowed to hold shares acquired by way of market purchase as treasury shares, rather than having to cancel them. Such shares may subsequently be cancelled, sold for cash or used to satisfy options and share awards issued or made to employees pursuant to the Company's share based incentive schemes. Pursuant to authority given at previous Annual General Meetings, the Company holds 0.83% of the expected issued shares as at 8 April 2009 in treasury. The Company intends to hold up to one-quarter of any shares that it purchases pursuant to the authority conferred by this new resolution in treasury. Subsequent transfers of treasury shares to satisfy the requirements of share based incentive schemes will be made within the 10% anti-dilution limit for such share issues.

As at 8 April 2009 there are expected to be options over 9,743,093 Ordinary Shares in the capital of the Company which represent 1.40% of the Company's expected issued Ordinary Share capital (excluding treasury shares). If the authority to purchase 10% of the Company's Ordinary Shares was exercised in full, these options would represent 1.56% of the Company's issued ordinary share capital (calculated exclusive of treasury shares).

The authority will only be valid until the conclusion of the next Annual General Meeting in 2010.

- (12) This resolution, which will be proposed as a special resolution, if passed, will adopt new Articles of Association (the "**New Articles**") in order to update the Company's current Articles of Association (the "**Current Articles**") primarily to take account of changes in English company law brought about by the Companies Act 2006 (the "2006 Act").

Company law has undergone a number of changes since January 2007 when the staged implementation of the 2006 Act commenced. The Current Articles contain certain provisions that no longer fully reflect both legislation and best practice and accordingly the Directors consider it prudent to replace the Company's Current Articles with the New Articles, which take account of those developments.

The principal changes introduced in the New Articles are summarised in Appendix 1. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 have not been noted in Appendix 1.

Further amendments to the New Articles may be required in the coming years as a result of the implementation of the 2006 Act. The 2006 Act is being brought into force in stages, with full implementation scheduled by October 2009. At this year's Annual General Meeting the Company proposes to adopt provisions which reflect changes brought about by the 2006 Act in respect of, among other things, electronic communications, notice periods for meetings and proxy voting. Over the course of the next year the Company intends to conduct a further review of the New Articles in order to identify any additional amendments that might be necessary following the full implementation of the 2006 Act by October 2009. It is the Directors' intention that any further amendments will be put to shareholders at the Annual General Meeting of the Company to be held in 2010.

A copy of the New Articles showing all the changes to the Current Articles are available for inspection during normal business hours on any weekday at the Company's registered office until the conclusion of the Annual General Meeting, and at the Annual General Meeting for at least fifteen minutes prior to and until its conclusion.

- (12)(a) One change to be proposed in the New Articles, which merits particular mention, is that the maximum aggregate ordinary remuneration of the Directors who do not hold executive office for their services (excluding amounts payable under any other provision of the Articles) is to be increased from £500,000 per annum in the Current Articles to £750,000 per annum. The Directors are proposing this change in light of the fact that the current limit does not afford sufficient flexibility for future possible appointments to the Board.
- (13) This resolution, which will be proposed as a special resolution, if passed, is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The Company will be entitled under the New Articles to call general meetings (other than an Annual General Meeting) on 14 clear days' notice and it would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 13 seeks such approval. 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 will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

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 a.m. on 10 May 2009, 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 a.m. on 10 May 2009 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 Capita Registrars, Proxy Department, PO Box 25, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time of the meeting; or
 - electronically, by logging on to Capita Registrars' website at www.capitaregistrars.com. Members' IVC numbers (the code number printed on a member's 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 10 May 2009.
 - 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, Capita Registrars (under CREST participant ID RA10), by not later than 11.00 a.m. on 10 May, 2009. 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 5 April 2009, being the last business day prior to the publication of this notice, the Company's issued share capital consists of 347,927,441 ordinary shares carrying one vote each. The Company also holds 5,791,318 shares in Treasury. However, on 8 April 2009, the Company expects the issued share capital to increase to 695,854,822 ordinary shares, carrying one vote each, as a result of the rights issue announced on 27 February 2009. Therefore, for the purposes of this notice the total voting rights of the Company are taken as being 695,854,882.
- (g) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (1) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (2) if more than one corporate representative for the same corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that corporate representative.
- (h) The following documents are available for inspection during normal business hours on any weekday at the Company's registered office at Greenside House, 50 Station Road, Wood Green, London N22 7TP until the conclusion of the Annual General Meeting. They will also be available for inspection at Cavendish Conference Centre, 22 Duchess Mews, London, W1G 9DT on 12 May 2009 for at least fifteen minutes prior to and until the conclusion of the Annual General Meeting:
- (i) copies of the service contracts between the Company and the executive directors and the terms of appointment of non executive directors;
 - (ii) the biographies of directors seeking re election; and
 - (iii) a copy of the proposed Articles of Association of the Company, and a copy of the existing Articles of Association marked up to show the changes being proposed in resolution 12.

Appendix 1:

Explanatory Notes of Principal Changes to the Company's Articles of Association

Resolution 12: Adoption of new Articles of Association

It is proposed in Resolution 12 to adopt new Articles of Association (the "**New Articles**") in order to update the Company's current Articles of Association (the "**Current Articles**") primarily to take account of changes in English company law brought about by the Companies Act 2006 (the "**2006 Act**").

The principal changes introduced in the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature and also some more changes which merely reflect changes made by the 2006 Act have not been noted below. The New Articles showing all of the changes to the Current Articles are available for inspection, as noted on page 7 of this document.

1. Form of resolution

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being amended, as the concept of extraordinary resolutions has not been retained under the 2006 Act.

The Current Articles enable members to act by written resolution. Under the 2006 Act public companies can no longer pass written resolutions. These provisions have therefore been removed in the New Articles.

2. Variation of class rights

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the 2006 Act. The relevant provisions have therefore been amended in the New Articles.

3. Convening extraordinary and annual general meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the 2006 Act. In particular, an extraordinary general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

4. Votes of members

Under the 2006 Act, proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. The 2006 Act also entitles proxies to speak. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. Multiple corporate representatives may be appointed. The New Articles reflect these new provisions.

5. Age of Directors on appointment

The Current Articles contain a provision requiring a Director's age to be disclosed if he has attained the age of 70 years or more in the notice convening a meeting at which the Director is proposed to be appointed or re-appointed. Such provision could now fall foul of the Employment Equality (Age) Regulations 2006 and so has been removed from the Articles and replaced with a statement that there shall not be an age limit for Directors.

6. Electronic and web communications

Provisions of the 2006 Act which came into force in January 2007 enable companies to communicate with shareholders by electronic and/or website communications. The New Articles continue to allow communications to shareholders in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a shareholder by means of website communication, the relevant shareholder must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the shareholder (either in writing, or by other permitted means) when a relevant document or information is placed only on the website and a shareholder can always request a hard copy version of the document or information.

7. Directors' indemnities and loans to fund expenditure

The 2006 Act has in some areas widened the scope of the powers of a company to indemnify Directors and to fund expenditure incurred in connection with certain actions against Directors. In particular, the existing exemption allowing a company to provide money for the purpose of funding a Director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

8. Joint holders

In order to make the flow of information more efficient between a company and joint shareholders, the Articles are being amended so that where there are joint shareholders, anything agreed or specified with a company by any one joint shareholder will have been deemed to have been agreed or specified with the company by all the joint shareholders.

9. Authorised share capital and unissued shares

The 2006 Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. The Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the 2006 Act, save in respect of employee share schemes.

10. Provision for employees on cessation of business

The New Articles include a provision that the Directors of the Company may make provision for a person employed or formally employed by the Company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary. This reflects the 2006 Act which provides that such power may only be exercised by the Directors if they are so authorised by the Company's Articles or by the Company in a general meeting.

11. Use of seals

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a Director and the Secretary or two Directors or such other person or persons as the Directors may approve.

12. Suspension of registration of share transfers

The Current Articles permit the Directors to suspend the registration of transfers. Under the 2006 Act share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

13. Non-executive Directors' remuneration

The New Articles will reflect an increase in the maximum aggregate ordinary remuneration for Directors who do not hold executive office for their services (excluding amounts payable under any other provision of the Articles) from £500,000 to £750,000.

14. General

Generally the opportunity has been taken to bring clearer language into the New Articles.

William Hill PLC

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