
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 Cavendish Conference Centre, 22 Duchess Mews, London W1G 9DT on Thursday, 7 May 2015 at 11.00 am. Each of the resolutions numbered 1 to 13 (inclusive) to be considered at the meeting will be ordinary business and each of the resolutions numbered 14 to 18 (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 30 December 2014.
2. To approve the annual report on remuneration for the 52 weeks ended 30 December 2014 set out on pages 64 to 82 (inclusive) in the Annual Report and Accounts.
3. To declare a final dividend on the ordinary shares of 8.2p per share for the 52 weeks ended 30 December 2014.
4. To elect James Henderson as a director of the Company.
5. To re-elect Gareth Davis as a director of the Company.
6. To re-elect Neil Cooper as a director of the Company.
7. To re-elect Sir Roy Gardner as a director of the Company.
8. To re-elect Georgina Harvey as a director of the Company.
9. To re-elect Ashley Highfield as a director of the Company.
10. To re-elect David Lowden as a director of the Company.
11. To re-elect Imelda Walsh as a director of the Company.
12. To re-appoint Deloitte LLP as auditor of the Company until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
13. To authorise the directors to determine the remuneration of the auditor of the Company.
14. To consider the following as an ordinary resolution:

That the Company and all the companies that are the Company's subsidiaries at any time during the period for which this resolution has effect be authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total;

during the period beginning with the date of the 2015 Annual General Meeting and ending at the conclusion of the day on which the 2016 Annual General Meeting is held. For the purposes of this resolution, the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have their meanings set out in Sections 363 to 365 of the Companies Act 2006 ("CA 2006").

15. To consider the following as an ordinary resolution:

That the directors be 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:

- (a) up to an aggregate nominal amount (within the meaning of Section 551 (3) and (6) CA 2006) of £29,232,875 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in Section 560 CA 2006) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) CA 2006) of £58,465,750 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (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 authorisations conferred hereby had not expired).

16. To consider the following as a special resolution:

That, subject to the passing of resolution 15 set out in the Notice of Annual General Meeting of which this resolution forms part, the directors be given power pursuant to Sections 570 (1) and 573 CA 2006 to:

(a) allot equity securities (as defined in Section 560 CA 2006) of the Company for cash pursuant to the authorisation conferred by that resolution; and

(b) sell ordinary shares (as defined in Section 560(1) CA 2006) held by the Company as treasury shares for cash,

as if Section 561 CA 2006 did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

(i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 15(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practical) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

(ii) in the case of the authorisation granted under resolution 15(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £4,384,931;

and shall expire at the Company's next Annual General Meeting save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired.

17. To consider the following as a special resolution:

That the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 693(4) CA 2006) of ordinary shares of 10p each in the capital of the Company provided that:

(a) the maximum aggregate number of ordinary shares authorised to be purchased represents less than 10% of the issued ordinary share capital of the Company;

(b) the minimum price (exclusive of all expenses) which may be paid for an ordinary share is 10p (being the nominal value of an ordinary share);

(c) the maximum price (exclusive of all expenses) which may be paid for an ordinary share is an amount equal to the higher of:

(i) 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and

(ii) the higher of the price of the last independent trade and the highest independent current bid on the London Stock Exchange at the time the purchase is carried out; and

(d) the authority conferred by this resolution shall, unless varied, revoked or renewed prior to such time, expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before the expiry of this authority make a contract to purchase ordinary shares which will or might be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of such contract as if the authority conferred by this resolution had not expired.

18. 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
6 March 2015

Registered Office:
Greenside House
50 Station Road
Wood Green
London N22 7TP
Registered Number: 4212563 England

Explanatory Notes to the Resolutions

Annual Report and Accounts 2014 (Resolution 1)

The directors must present the Annual Report and the Accounts of the Company for the 52 weeks ended 30 December 2014 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 2014.

Annual report on remuneration (Resolution 2)

This resolution seeks Shareholder approval for the annual report on remuneration. This together with the annual statement by the Chairman of the Remuneration Committee, forms the directors' remuneration report which can be found on pages 64 to 82 (inclusive) of the Annual Report and Accounts. This vote is advisory only.

The Company's auditor, Deloitte LLP, has 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 5 June 2015 to Shareholders on the register on 1 May 2015.

Election of director (Resolution 4)

James Henderson was appointed as an executive director with effect from 4 July 2014. 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.

James Henderson has been with the Group for 29 years and he is currently Chief Executive Officer having taken over from Ralph Topping on 1 August 2014. James Henderson joined William Hill as Trainee Manager and progressed through the Retail management ranks to become Operations Director for the Licensed Betting Offices (LBOs) in 2006. In 2009, he moved to Gibraltar as Operations Director for William Hill Online in Gibraltar, overseeing the Operational and Telephone betting teams. In 2011, he became Retail Director, UK and International, responsible for the LBOs and William Hill US. He was promoted to Group Director of Operations in 2014 when he took on additional oversight responsibility for William Hill Australia and Online. Mr Henderson holds personal gambling licences in the UK, in Nevada in the US and in the Northern Territory in Australia.

Re-election of directors (Resolutions 5, 6, 7, 8, 9, 10 and 11)

Under the UK Corporate Governance Code, provision B.7.1 states that all directors of FTSE 350 companies should be subject to annual election by Shareholders. Accordingly, all of the remaining directors in respect of resolutions 5 to 11 will offer themselves for re-election. Biographical details of each of the directors seeking re-election appear on pages 52 and 53 of the Annual Report and Accounts 2014.

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

Re-appointment of auditor (Resolution 12)

The auditor of a company must be re-appointed at each general meeting at which accounts are laid. The resolution proposes the re-appointment of the Company's existing auditor, Deloitte LLP, until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.

Remuneration of auditor (Resolution 13)

This resolution seeks Shareholder approval to authorise the directors to determine the remuneration of the auditor of the Company.

Political donations and political expenditure (Resolution 14)

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 14 to ensure that it does not commit any technical breach when furthering its legitimate business interests.

Authority to allot shares (Resolution 15)

This resolution, if passed, will renew the authority conferred on the directors at the Annual General Meeting on 8 May 2014 which expires at the end of the forthcoming Annual General Meeting. Paragraph (a) of this resolution will authorise the directors to allot the Company's unissued shares up to a maximum nominal amount of £29,232,875. This amount represents one-third of the Company's issued ordinary share capital as at 23 February 2015, the latest practicable date prior to the publication of this Notice. In accordance with institutional guidelines issued by The Investment Association, paragraph (b) of this resolution will allow the directors to allot, including the shares referred to in paragraph (a), further of the Company's shares in connection with a pre-emptive offer by way of a rights issue up to a maximum nominal amount of £58,465,750, representing approximately two-thirds of the Company's issued ordinary share capital as at 23 February 2015. If this resolution is passed, this authority will expire at the end of the next Annual General Meeting of the Company which takes place the year after it is passed.

Although the directors have no present intention to exercise this authority, it is considered prudent to maintain the flexibility it provides. If the directors do exercise this authority, they intend to follow best practice with regards to its use, as recommended by The Investment Association. As at 23 February 2015, the latest practicable date prior to the publication of this Notice, the Company did not hold any treasury shares.

Disapplication of pre-emption rights (Resolution 16)

This resolution, which will be proposed as a special resolution, if passed, will update the authority conferred on the directors at the Annual General Meeting on 8 May 2014. It is proposed to renew this authority under Section 570 CA 2006. If approved, this resolution would authorise the directors to allot equity shares for cash without first being required to offer such shares to existing Shareholders. The authority contained in this resolution will be limited to an aggregate nominal value of £4,384,931 which represents 5% of the issued ordinary share capital of the Company as at 23 February 2015, being the latest practicable date prior to the 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 after it is passed. In accordance with the guidelines issued by the Pre-Emption Group, the directors confirm it is 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.

Authority to purchase own ordinary shares (Resolution 17)

This resolution, which will be proposed as a special resolution, will renew the Company's authority granted at the last Annual General Meeting which expires on the date of the forthcoming Annual General Meeting. The resolution gives the Company authority to buy back its own ordinary shares in the market subject to the provisions of the CA 2006. The authority limits the number of shares that could be purchased to a maximum of 87,698,625 (representing 10% of the issued share capital of the Company as at 23 February 2015). 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 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.

Companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. 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 2015, being the latest practicable date prior to the publication of this Notice, was 20,062,566 ordinary shares representing 2.29% of the issued share capital of the Company at that date (2.54% 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 conclusion of the next Annual General Meeting in 2016.

Length of notice of general meetings other than the Annual General Meeting (Resolution 18)

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 September 2014, 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 next Annual General Meeting after which it is passed, 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 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 5 May 2015, 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 5 May 2015 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 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. An identifying Control Number, together with your unique Shareholder Reference Number (SRN) and PIN (all of which are printed on your admission card/form of proxy) will be required. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by the Company's registrars not later than 11.00 am on 5 May 2015; 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 5 May 2015. 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 2015, 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 2015 were 876,986,252. There were no shares held in treasury.
- (g) Copies of directors' service contracts and Non-executive Directors' letters of appointment with the Company and any of its subsidiaries, are available for inspection at the registered office of the Company during normal business hours on any day, except Saturdays, Sundays and public holidays, and at the Annual General Meeting location on the date of the meeting for at least 15 minutes prior to and during the meeting.
- (h) Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
- (i) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

- (j) Under Section 527 of CA 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (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.
- (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.