

MR A SAMPLE  
< DESIGNATION>  
SAMPLE STREET  
SAMPLE TOWN  
SAMPLE CITY  
SAMPLE COUNTY  
AA11 1AA

000000

## Form of Proxy - Annual General Meeting to be held on 8 May 2014



**Cast your Proxy online...It's fast, easy and secure!**  
**[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)**

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

**Control Number:** 912070

**SRN:** C00000000000

**PIN:** 1245



View the Annual Report online: **[www.williamhillplc.com](http://www.williamhillplc.com)**

Register at **[www.investorcentre.co.uk](http://www.investorcentre.co.uk)** - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 6 May 2014 at 11.00 a.m.**

### Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 703 6251 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company 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.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 703 6251 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders

MR A SAMPLE  
< Designation>  
Additional Holder 1  
Additional Holder 2  
Additional Holder 3  
Additional Holder 4



# Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.  
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

	*
--	---



C0000000000

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of William Hill PLC to be held at **Cavendish Conference Centre, 22 Duchess Mews, London W1G 9DT** on **8 May 2014** at **11.00 a.m.** and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Business	Vote		
	For	Against	Withheld
1. To receive the Annual Report and Accounts and the reports of the directors and auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration policy as set out in the Annual Report and Accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the annual statement by the chairman of the remuneration committee and the annual report on remuneration set out in the Annual Report and Accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend on the ordinary shares of ?p per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Sir Roy Gardner as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Gareth Davis as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Ralph Topping as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Neil Cooper as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Georgina Harvey as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ashley Highfield as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect David Lowden as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business	Vote		
	For	Against	Withheld
12. To re-elect Imelda Walsh as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-appoint Deloitte LLP as auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the directors to determine the remuneration of the auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Company or any of its subsidiaries to make donations to political organisations and to incur political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To renew the directors' authority to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To approve the rules of the William Hill PLC Performance Share Plan 2014 (PSP 2014) and authorise the directors to establish further plans based on PSP 2014 in overseas territories.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise the directors to establish a schedule to the Performance Share Plan 2014 (PSP), as set out in the Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To renew the directors authority to allot equity securities for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To renew the Company's authority to make market purchases of ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. That a general meeting, other than an Annual General Meeting, may be called at not fewer than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



# ATTENDANCE CARD - DO NOT SEND BACK

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation

MR A SAMPLE  
< DESIGNATION>  
SAMPLE STREET  
SAMPLE TOWN  
SAMPLE CITY  
SAMPLE COUNTY  
AA11 1AA

## Additional Holders:

ADDITIONAL HOLDER 1  
ADDITIONAL HOLDER 2  
ADDITIONAL HOLDER 3  
ADDITIONAL HOLDER 4

The Chairman of William Hill PLC invites you to attend the Annual General Meeting of the Company to be held at **Cavendish Conference Centre, 22 Duchess Mews, London W1G 9DT** on 8 May 2014 at **11.00 a.m.**

Shareholder Reference Number

C0000000000 M A L



# Attendance Card

## AGM information

### Time

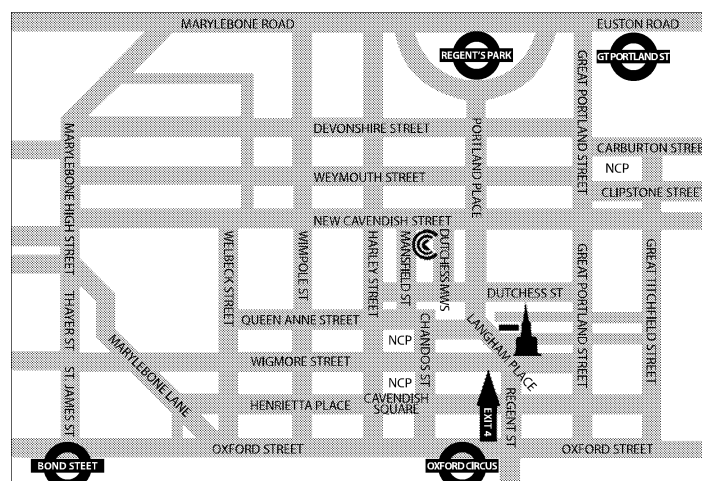
The meeting will start at 11 a.m. Please arrive no later than 10.45 a.m. for registration.

### Refreshments

Tea and coffee will be served between 10.15 a.m. and 10.45 a.m. After the meeting has finished light refreshments will be available for a period in a separate room.


### Venue

The meeting will be held on 8 May 2014 in the meeting room at Cavendish Conference Centre, 22 Duchess Mews, London W1G 9DT. If you have any queries, please contact the conference centre by telephone on 020 7706 7700.



# Poll Card

To be completed **only** at the Annual General Meeting if a Poll is called.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. 

## Ordinary Business

	For	Against	Vote Withheld
1. To receive the Annual Report and Accounts and the reports of the directors and auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration policy as set out in the Annual Report and Accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the annual statement by the chairman of the remuneration committee and the annual report on remuneration set out in the Annual Report and Accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend on the ordinary shares of ?p per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Sir Roy Gardner as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Gareth Davis as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Ralph Topping as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Neil Cooper as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Georgina Harvey as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ashley Highfield as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect David Lowden as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
12. To re-elect Imelda Walsh as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-appoint Deloitte LLP as auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the directors to determine the remuneration of the auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Company or any of its subsidiaries to make donations to political organisations and to incur political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To renew the directors' authority to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Special Business

17. To approve the rules of the William Hill PLC Performance Share Plan 2014 (PSP 2014) and authorise the directors to establish further plans based on PSP 2014 in overseas territories.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise the directors to establish a schedule to the Performance Share Plan 2014 (PSP), as set out in the Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To renew the directors authority to allot equity securities for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To renew the Company's authority to make market purchases of ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. That a general meeting, other than an Annual General Meeting, may be called at not fewer than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

Please sign in box below

MR A SAMPLE  
< DESIGNATION >  
SAMPLE STREET  
SAMPLE TOWN  
SAMPLE CITY  
SAMPLE COUNTY  
AA11 1AA

#### IMPORTANT NOTICE

If you are in any doubt as to what action to take please consult an appropriate independent advisor

Shareholder Reference Number (SRN)

C0000000000



## Help reduce the environmental impact of your communications

Dear shareholder

As a shareholder, you can help reduce the environmental impact of your communications by choosing to receive your shareholder communications in electronic form. Receiving communications in electronic form also saves on the costs your company incurs.

The Companies Act allows the default option for receiving and accessing shareholder communications (including your annual report) to be via a company's website. You now have the choice of receiving an email when your Annual Report and other shareholder communications become available or continuing to receive a printed copy.

#### Please select one of the options opposite

If you do not indicate your preference to us by **6 May 2014** shareholder communications will be supplied to you by means of the website and information on accessing your shareholder communications online will be posted to you at the time of the mailing.

If you have any questions about this letter, please refer to the back of this letter for more details.

Yours sincerely



**Luke Thomas**  
Company Secretary

### What are your options?

#### Option 1

Elect for ecommunications



**[www.investorcentre.co.uk/ecomms](http://www.investorcentre.co.uk/ecomms)**

Alternatively provide us with your e-mail address on the form overleaf.

You will receive an email notification when your shareholder communications become available online.

#### Option 2

To continue receiving printed copies of your shareholder communications on the reverse form.



#### Like the sound of ecommunications?

You can also manage your shareholding online. Investor Centre is our free self-service website. Register at **[www.investorcentre.co.uk](http://www.investorcentre.co.uk)** and manage your shareholding with ease!

Computershare Investor Services PLC (CIS PLC) is authorised and regulated by the Financial Conduct Authority.  
CIS PLC is registered in England & Wales, Company No. 3498808, at: The Pavilions, Bridgwater Road, Bristol BS13 8AE.



## Please make your selection

### Option 1

**Receive email notifications when your shareholder communications are available online**

Please submit your email address and SRN by visiting our Investor Centre website:



**www.investorcentre.co.uk/ecomms**

SRN: C0000000000

! YOUR SRN IS IMPORTANT, PLEASE KEEP IT IN A SAFE PLACE.

By providing your email address and SRN above you will no longer receive paper copies of Annual Reports or other communications that are available electronically. Instead you will receive emails advising you when and how to access documents online.



### Like the sound of ecommunications?

You can also manage your shareholding online. Investor Centre is our free self-service website where you can utilise the following services:

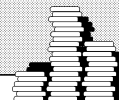
**Invest in our environment!**

Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk)

Switch to  
ecomms



Manage future  
payments



Change your  
address



View your  
Shareholding



### Option 2

**Continue receiving a printed copy of all your communications.**

To continue to receive a printed copy of the Annual Report and other shareholder communications please cross this box and send this letter back to us in the enclosed reply paid envelope.

