

**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 Tuesday, 9 May 2017 at 11.00 am. Each of the resolutions numbered 1 to 16 (inclusive) to be considered at the meeting will be ordinary business and each of the resolutions numbered 17 to 24 (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 27 December 2016.
2. To approve the directors' remuneration policy set out on pages 72 to 79 (inclusive) in the Annual Report and Accounts for the 52 weeks ended 27 December 2016.
3. To approve the annual report on remuneration for the 52 weeks ended 27 December 2016 set out on pages 68 to 71 (inclusive) and pages 80 to 89 (inclusive) in the Annual Report and Accounts.
4. To declare a final dividend on the ordinary shares of 8.4p per share for the 52 weeks ended 27 December 2016.
5. To elect Mark Brooker as a director of the Company.
6. To elect John O'Reilly as a director of the Company.
7. To elect Robin Terrell as a director of the Company.
8. To re-elect Gareth Davis as a director of the Company.
9. To re-elect Philip Bowcock as a director of the Company.
10. To re-elect Sir Roy Gardner as a director of the Company.
11. To re-elect Georgina Harvey as a director of the Company.
12. To re-elect Ashley Highfield as a director of the Company.
13. To re-elect David Lowden as a director of the Company.
14. To re-elect Imelda Walsh as a director of the Company.
15. 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.
16. To authorise the Audit & Risk Management Committee of William Hill PLC (for and on behalf of the Board) to determine the remuneration of the auditor of the Company.
17. To consider the following as an ordinary resolution:

That in accordance with Section 366 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 to:

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

In each case during the period beginning with the date of this resolution and ending the earlier of the conclusion of the day on which the next Annual General Meeting is held or 30 June 2018.

18. 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 £28,591,500 (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 £57,183,000 (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 earlier of the conclusion of the next Annual General Meeting of the Company or 30 June 2018 (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).

19. To consider the following as a special resolution:

That if resolution 18 granting authority to allot shares is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 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 Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) to allotments for rights issues and other pre-emptive issues; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above up to a nominal amount of £4,288,725, this amount being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to publication of this Notice,

such authority to expire at the end of the AGM of the Company (or, if earlier, at the close of business on 30 June 2018, 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 authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

20. To consider the following as a special resolution:

That if resolution 18 granting authority to allot shares is passed, the Board be authorised in addition to any authority granted under first disapplication resolution 19, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by resolution 18 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £4,288,725, this amount being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to publication of this Notice; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 30 June 2018, 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 authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Notice of Annual General Meeting

21. 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 85,774,500;
- (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 amount stipulated by Article 5(6) of the Market Abuse Regulation (Exemption for buy-back programmes and stabilisation); and
- (d) the authority conferred by this resolution shall, unless varied, revoked or renewed prior to such time, expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 30 June 2018 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.

22. To consider the following as an ordinary resolution:

That the Remuneration Committee of William Hill PLC (Committee) be authorised to:

- (a) establish The William Hill 2017 Executive Deferred Share Bonus Plan (EDSBP), a copy of the draft rules of which has been produced to the meeting and initialled by the Chairman (for the purpose of identification only) and a summary of the main provisions of which is set out in the Appendix to this Notice, and to do all such acts and things as may be necessary or expedient to give effect to the EDSBP; and
- (b) establish schedules to, or further share plans based on the EDSBP but modified to take account of local tax, exchange control or securities laws in overseas territories provided that any shares made available under any such schedules or further plans are treated as counting against the limit on overall participation in the EDSBP.

23. To consider the following as an ordinary resolution:

That, if resolution 2 approving the new directors' remuneration policy is passed, the Committee be authorised to adopt the proposed amendments to the William Hill 2014 Performance Share Plan (PSP) as included in the copy of the PSP produced to the meeting and initialled by the Chairman (for the purpose of identification only) and the effect of which is set out in the "Explanatory Notes to the Resolutions" in this Notice, in order to reflect the policy.

24. 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
14 March 2017

Registered Office:
Greenside House
50 Station Road
Wood Green
London N22 7TP
Registered Number: 04212563 England

Explanatory Notes to the Resolutions

Annual Report and Accounts 2016 (Resolution 1)

The directors must present the Annual Report and the Accounts of the Company for the 52 weeks ended 27 December 2016 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 2016.

Remuneration policy and annual report on remuneration (Resolutions 2 and 3)

These resolutions seek shareholder approval for the directors' remuneration policy and the annual report on remuneration (including the annual statement by the Chair of the Remuneration Committee) which form the directors' remuneration report on pages 68 to 89 (inclusive) of the Annual Report and Accounts 2016.

Resolution 2 seeks shareholder approval for the directors' remuneration policy, which can be found on pages 72 to 79 (inclusive) of the Annual Report and Accounts 2016. The directors' remuneration policy sets out the Company's future policy on directors' remuneration, including the setting of the directors' pay and the granting of share awards. The policy will be subject to a binding shareholder vote and if approved, the policy will retrospectively take effect from 28 December 2016, being the start of the Company's financial year for 2017.

If the directors' remuneration policy is approved (and once it commences), all payments by the Company to directors and any former directors (in their capacity as directors) will be made in accordance with the policy (unless a payment has separately been approved by a shareholder resolution). If the directors' remuneration policy is approved, the policy may remain in place until the Annual General Meeting to be held in 2020, at which time a new policy would be proposed or the existing policy will be proposed again. However, the Remuneration Committee anticipates that it may be necessary to conduct a further review of the policy during 2017, once a permanent Chief Executive Officer is in place and to take into account the outputs from the Company's ongoing strategic review. Any further changes would be put to shareholders either at the 2018 AGM, or earlier, at a general meeting specially convened for this purpose.

Resolution 3 seeks shareholder approval for the annual report on remuneration (including the annual statement by the Chair of the Remuneration Committee) which can be found on pages 68 to 71 (inclusive) and on pages 80 to 89 (inclusive) of the Annual Report and Accounts 2016. 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 4)

Subject to approval by shareholders at the meeting, the final dividend will be payable to shareholders on 8 June 2017 to shareholders on the register on 28 April 2017.

Election of director (Resolution 5)

Mark Brooker was appointed as a Non-executive Director with effect from 3 April 2017. 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.

Mark Brooker was formerly Chief Operating Officer and an Executive Director at Betfair Group, having previously 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.

Election of director (Resolution 6)

John O'Reilly was appointed as a Non-executive Director with effect from 2 January 2017. 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.

John O'Reilly has over 24 years' experience in the betting and gaming industry having established Ladbrokes' digital operations and initiated the turnaround of Coral's online business. John was a Board member at Ladbrokes until August 2010 and has served as a Non-executive Director of Telecity Group plc where he was Chair of the Remuneration Committee. More recently he was Chairman of Grand Parade Limited, which William Hill acquired in August 2016.

Explanatory Notes to the Resolutions

Election of director (Resolution 7)

Robin Terrell was appointed as a Non-executive Director with effect from 2 January 2017. 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.

Robin Terrell 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.

Re-election of directors (Resolutions 8 to 14 inclusive)

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 8 to 14 will offer themselves for re-election. Biographical details of each of the directors seeking re-election appear on pages 46 and 47 of the Annual Report and Accounts 2016 and are also available on the Company's website at www.williamhillplc.com.

The Board confirms that, following the formal performance evaluation completed in 2016, 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. The Board is satisfied that each of the newly appointed Non-executive Directors is suitably committed to their new roles, including having the necessary time commitment.

Re-appointment of auditor (Resolution 15)

The auditor of a company must be re-appointed at each general meeting at which accounts are laid. Resolution 15 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 16)

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

EU Political donations and EU political expenditure (Resolution 17)

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 17 in order to continue to put forward its views to wider business and government interests, without running the risk of being in breach of the legislation.

Authority to allot shares (Resolution 18)

This resolution, if passed, will renew the authority conferred on the directors at the Annual General Meeting on 11 May 2016 which expires at the end of the 2017 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 £28,591,500. This amount represents one-third of the Company's issued ordinary share capital as at 28 February 2017, 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 £57,183,000, representing two-thirds of the Company's issued ordinary share capital as at 28 February 2017. If this resolution is passed, this authority will expire at the earliest of the end of the next Annual General Meeting of the Company which takes place the year after it is passed or 30 June 2018.

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 28 February 2017, the latest practicable date prior to the publication of this Notice, the Company held 29,550,267 treasury shares.

Disapplication of pre-emption rights (Resolutions 19 and 20)

These resolutions, which will be both proposed as special resolutions, if passed, will update the authority conferred on the directors at the Annual General Meeting on 11 May 2016. It is proposed to renew this authority under Section 570 CA 2006. If approved, these resolutions would authorise the directors to allot equity shares for cash without first being required to offer such shares to existing shareholders. The combined effect of both resolutions will provide authority to issue up to 10% of the issued ordinary share capital (excluding any treasury shares) and each resolution follows the guidance from the Pre-Emption Group's revised Statement of Principles, published on 12 March 2015, and their further guidance and good practice template resolutions published in July 2016.

In accordance with this guidance, the Company confirms that it intends to use:

- no more than 5% of issued ordinary share capital in any one year, whether or not in connection with an acquisition or specified capital investment; and
- no more than an additional 5% of issued ordinary share capital in any one year, and only in connection with an acquisition or a specified capital investment.

The directors believe both resolutions be proposed as they consider it prudent to maintain the flexibility the resolutions provide individually and in aggregate. The directors do not currently intend to make use of either element of the authority, and anticipate only making use of the additional authority where the specific circumstances of the Company require. The aggregated authority contained in resolutions 19 and 20 will be limited to an aggregate nominal value of £8,577,450 which represents 10% of the issued ordinary share capital of the Company as at 28 February 2017 (being the latest practicable date prior to the publication of this Notice).

If passed, the authority for each of resolutions 19 and 20 will expire at the earlier of the end of the next Annual General Meeting of the Company after it is passed or 30 June 2018. In accordance with the guidelines issued by the Pre-Emption Group, the directors confirm it is also 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 21)

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 2017 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 85,774,500 (representing 10% of the issued share capital of the Company as at 28 February 2017). 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) the amount stipulated by Article 5(6) of the Market Abuse Regulation (Exemption for buy-back programmes and stabilisation). 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. In the 2016 financial year, William Hill returned £95m of capital to shareholders of the Company by way of a share repurchase programme. Approval for the return of capital during 2016 was given by shareholders at the 2015 and at the 2016 Annual General Meetings and this resolution seeks to renew that authority. As at 28 February 2017 (being the latest practicable date prior to the publication of this Notice), 29,573,675 ordinary shares of the Company had been repurchased under the authority given at the 2016 Annual General Meeting and previous authorities.

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 28 February 2017, being the latest practicable date prior to the publication of this Notice, was 15,079,746 ordinary shares representing 1.76% of the issued share capital of the Company at that date (1.95% 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 in 2018 or 30 June 2018.

Explanatory Notes to the Resolutions

2017 Executive Deferred Share Bonus Plan (Resolution 22)

The current directors' remuneration policy sets out the arrangements for annual bonuses which may be paid to Executive Directors of the Company. This provides that a proportion of an annual bonus must be deferred and awarded in ordinary shares of William Hill PLC (Deferred Awards). The Company currently operates the Executive Bonus Matching Scheme (EBMS) which was approved by shareholders at the Annual General Meeting of the Company on 17 May 2007 and the EBMS is used to make Deferred Awards to Executive Directors and certain other employees of the Company. As the EBMS expires on its tenth anniversary, it will not be possible to make awards under the EBMS after 17 May 2017. Hence, shareholder approval is sought to establish the 2017 Executive Deferred Share Bonus Plan (EDSBP), which will replace the EBMS so that Deferred Awards can continue to be made. Where Executive Directors are participants in the EDSBP, the terms of their participation will be wholly consistent with the directors' remuneration policy as approved by shareholders from time to time.

The Company therefore proposes to establish the EDSBP under which Deferred Awards may be made with a value linked to bonus outcome under the Company's annual bonus plan for any financial year (Bonus Outcome), in the form of rights to receive William Hill PLC shares (Shares), at nil-cost. In line with the proposals in the directors' remuneration policy set out in the Annual Report and Accounts 2016, in order to support participants in the EDSBP to build a direct ownership stake in the Company in accordance with the Company's share ownership policy, Deferred Awards will vest after a two-year deferral period. Currently 50% of the Bonus Outcome will be deferred into Shares for the two-year deferral period. Recovery and withholding may be applied to Deferred Awards in accordance with the directors' remuneration policy as approved by shareholders from time to time.

Deferred Awards may be satisfied either by the transfer of existing Shares, the issue of new Shares (via the Company's employee benefit trust) or the transfer of treasury shares. In line with the Investment Association's Principles of Remuneration, the EDSBP will operate within the 5% and 10% in 10 years dilution limits which apply to the Company's 2014 Performance Share Plan, and the Remuneration Committee will manage capacity within this limit carefully.

Reflecting the international profile of the William Hill Group, shareholder authority is sought to enable the Remuneration Committee to add schedules to the EDSBP or to adopt plans based on the EDSBP to enable the grant of Deferred Awards to employees outside of the UK, taking account of local tax, exchange and securities laws issues in the relevant jurisdiction.

The main provisions of the EDSBP are summarised in the Appendix to this Notice.

Amendments to the 2014 Performance Share Plan (Resolution 23)

The directors' remuneration policy set out in the Annual Report and Accounts 2016 proposes, amongst other matters, that the performance period in the Company's 2014 Performance Share Plan (PSP) be reduced from four years to three years. Such a change to the performance period requires shareholders to approve a change to the rules of the PSP. Therefore, subject to shareholders approving the directors' remuneration policy, this resolution approves an amendment to the PSP to reflect the revised performance period of three years.

Length of notice of general meetings other than the Annual General Meeting (Resolution 24)

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 April 2016, 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 Annual General Meeting in 2018, 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 clear 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 2017, 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 2017 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 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 attendance 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 2017; 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 2017. 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 28 February 2017, 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 28 February 2017 were 857,745,005. There were 29,550,267 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, and copies of the rules of the EDSBP and of the PSP proposed, respectively, for establishment and amendment, by resolutions 22 and 23, 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. Copies of the EDSBP and the PSP rules will also be similarly available in advance of the meeting from the offices of Pinsent Mason LLP, 30 Crown Place, Earl Street, London EC2A 4ES.

(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.

Important Notes

- (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.

Appendix

Summary of the William Hill 2017 Executive Deferred Share Bonus Plan

1. General

The William Hill 2017 Executive Deferred Share Bonus Plan (EDSBP) will allow the making of deferred share awards (Deferred Awards), with a value linked to bonus outcome under the Company's annual bonus plan (Bonus Outcome) for any financial year, in the form of rights to receive William Hill PLC shares (Shares), at nil-cost.

Deferred Awards are not transferable (except on death) and are not pensionable benefits.

The operation of the EDSBP will be overseen by the Remuneration Committee of William Hill PLC (Committee), which consists entirely of Non-executive Directors.

Deferred Awards may be satisfied by newly issued Shares, Shares purchased in the market (or subscribed) by the William Hill Holdings 2001 Employee Benefit Trust or by the transfer of treasury shares.

2. Eligibility

Any employee of any member of the William Hill Group (Group), including any Executive Director of William Hill PLC (Company), who has participated in the Company's annual bonus plan (Bonus Plan) for the preceding financial year (Relevant Year) is eligible to participate in the EDSBP, at the discretion of the Committee.

3. Grants of Deferred Awards

Subject to relevant restrictions on dealing in Shares, Deferred Awards will normally be made within a period of 42 days beginning with the second dealing day following the announcement of the Company's results for any period. Subject also to relevant restrictions on dealing in Shares, Deferred Awards may be made at other times in circumstances considered by the Committee to be exceptional.

No Deferred Awards may be made after 9 May 2027.

No payment will be required for the grant of a Deferred Award.

4. Dilution Limits

No Deferred Award may be granted under the EDSBP if it would cause the number of new Shares issued or issuable pursuant to Deferred Awards and other awards or options granted in the preceding 10 years under any of the Company's employee share plans to exceed 10% of the Company's issued ordinary share capital at the proposed date of grant.

No Deferred Award may be granted under the EDSBP if it would cause the number of new Shares issued or issuable pursuant to Deferred Awards and other awards or options granted in the preceding 10 years under any of the Company's executive (discretionary) share plans to exceed 5% of the Company's issued ordinary share capital at the proposed date of grant.

If Deferred Awards are to be satisfied by a transfer of existing Shares, the percentage limits stated above will not apply. Insofar as it is necessary to ensure compliance with the guidance included in the Investment Association's Principles of Remuneration from time to time, the percentage limits will apply to Deferred Awards or other awards and options satisfied or to be satisfied by the transfer of treasury shares.

5. Deferred Award Values

An employee who participates in the EDSBP will receive a Deferred Award following calculation of the Bonus Outcome for the Relevant Year, the Bonus Outcome being determined in accordance with the applicable performance metrics under the Bonus Plan. Subject to the discretion of the Committee to determine otherwise, the Shares subject to the Deferred Award (Deferral Percentage) in the case of a participant who is an Executive Director will represent the deferral of 50% of the participant's Bonus Plan Outcome and in the case of all other participants, 30% of the participant's Bonus Plan Outcome. The Deferral Percentage for a participant who is an Executive Director shall always be in compliance with the directors' remuneration policy as approved by shareholders of the Company from time to time.

A Deferred Award shall be made over such number of Shares as has an aggregate market value (by reference to the middle-market quotation of Shares on the dealing day immediately preceding the grant date of the Deferred Award) equivalent to the appropriate Deferral Percentage of the Bonus Plan Outcome expressed as a gross (pre-tax) cash value.

6. Vesting of Deferred Awards

Deferred Awards are subject to a two-year deferral period, commencing on the first day of the financial year in which the Deferred Award is made (Deferral Period). Deferred Awards generally vest on the announcement of the Company's results for the second financial year of the Deferral Period (Vesting Date).

Shares subject to Deferred Awards (Deferred Shares) will normally be transferred to participants within one month of the date of notification of the vesting of a Deferred Award.

Appendix

7. Recovery and Withholding

The Committee has the discretion to withhold or recover Deferred Awards.

Prior to the Vesting Date, the Committee may adjust the number of Deferred Shares by the requisite amount if as a result of a material misstatement of the accounts, a calculation error or misleading information too many Deferred Shares have been awarded.

Recovery may be applied by the Committee if, at any time within the period of one year after the Vesting Date there has been a material misstatement of the accounts, a calculation error or misleading information leading to the vesting of a Deferred Award to a greater degree than would otherwise have been the case or if the Committee determines there were circumstances prior to the Vesting Date which would have merited summary dismissal of a participant.

Recovery may be applied in respect of the requisite amount, at the discretion of the Committee by any one or more of the deduction of an amount from the next bonus payment to be made to the participant; the lapsing of a participant's subsisting awards under the Company's Performance Share Plan or under any other share plan of the Company as the Committee shall determine; the lapsing of a participant's subsisting Deferred Awards under the EDSBP; and the payment of a cash amount by the participant.

8. Leaving Employment

If a participant leaves the Group or any associated company or, as appropriate, gives or receives notice of termination of employment within the Group or any associated company (Leaves) before the Vesting Date by reason of death, injury or disability or any other reason which the Committee so decides in its absolute discretion, the participant may retain his Deferred Award until the Vesting Date, following which Deferred Shares will be transferred to him as referred to in paragraph 6 above.

If a participant Leaves before the Vesting Day other than for any of the "good leaver" circumstances specified above, his Deferred Award will immediately lapse in respect of all of the Deferred Shares.

9. Corporate Events

On a takeover of the Company and other specified corporate events Deferred Awards vest, with Deferred Shares being transferred to participants as soon as reasonably practicable. On an internal reorganisation, replacement Deferred Awards will generally be made.

10. Variation of Share Capital

If there is a rights issue or a capitalisation issue, sub-division, consolidation or other variation of the Company's share capital, or the implementation by the Company of a demerger or payment of a special dividend, the Committee may adjust the number of Deferred Shares, as it considers appropriate.

11. Rights Attaching to Shares

Shares allotted or transferred under the EDSBP will rank equally in all respects with all other Shares then in issue, except for any rights attaching to Shares by reference to a record date preceding the allotment or transfer of such Shares.

Deferred Awards will not confer any shareholder rights, such as the right to vote the Deferred Shares or to receive any dividend, prior to the vesting of a Deferred Award.

A participant will, however, be entitled to receive additional Shares (or, at the discretion of the Committee, cash) when he receives his vested Deferred Shares of an amount equivalent to any dividends payable in relation to the Deferred Shares during the relevant Deferral Period (and assuming re-investment of dividends in further Shares on the relevant dividend payment date).

12. Alteration of the EDSBP

The Committee may amend the EDSBP in any respect. However, it may not make any alteration to the advantage of participants without the prior approval of shareholders in general meeting to the provisions relating to eligibility, the limitations on the number of Shares subject to the Plan or the basis for determining a participant's right to acquire Shares (or cash) and the adjustment of such rights in the event of a variation of share capital unless the alteration is necessary to comply with any change in legislation, to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the EDSBP or any member of the Group, or the alteration is a minor amendment to benefit the administration of the EDSBP.

The Committee may also establish further schedules to or new plans based on the EDSBP for non-UK participants, provided that the EDSBP dilution limits apply to any Deferred Awards made under such schedules or plans.

This summary does not form part of the rules of the EDSBP and should not be taken as affecting the interpretation of its detailed terms and conditions. The directors reserve the right up to the time of the Annual General Meeting to make such amendments and additions to the rules of the EDSBP as they may consider appropriate and otherwise provided that such amendments do not conflict in any material respect with this summary.