

**WILLIAM HILL PLC (the “Company”)  
COMPANY NO. 4212563**

At the Annual General Meeting of the Company held on 9 May 2017 (the **AGM**), the following resolutions were passed (the resolution number below corresponds to the number set out in the Notice of AGM)

**ORDINARY RESOLUTIONS**

**Resolution 17**

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.

**Resolution 18**

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).

**SPECIAL RESOLUTIONS**

**Resolution 19**

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.

## **Resolution 20**

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).

## **Resolution 21**

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 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.

## **ORDINARY RESOLUTIONS**

### **Resolution 22**

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.

### **Resolution 23**

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.

## **SPECIAL RESOLUTION**

### **Resolution 24**

That a general meeting, other than an Annual General Meeting, may be called at not fewer than 14 working days' notice.