

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

At the Annual General Meeting of the Company held on 15 May 2019 (the **AGM**), the following resolutions were duly passed (the resolution number below corresponds to the number set out in the Notice of AGM):

**ORDINARY RESOLUTIONS**

13. 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 not exceeding £50,000 in total to: (i) political parties; (ii) political organisations other than political parties; and/or (iii) independent election candidates; and

(b) incur EU political expenditure not exceeding £50,000 in total;

(as such terms are defined in sections 363 to 365 of the CA 2006) provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of passing this resolution and ending at the earlier of the conclusion of the next Annual General Meeting or close of business on 30 June 2020.

14. To consider the following as an ordinary resolution:

That the directors are 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 and to grant rights to subscribe for, or to convert any securities into, shares in the Company up to an aggregate nominal amount (within the meaning of section 551(3) and (6) CA 2006) of £29,135,405, this authorisation to expire at the earlier of the conclusion of the next Annual General Meeting of the Company or at the close of business on 30 June 2020, 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 authorisation conferred hereby had not expired

**SPECIAL RESOLUTIONS**

15. To consider the following as a special resolution:

That, if resolution 14 granting authority to allot shares is passed, the directors are empowered pursuant to sections 570 and 573 of the CA 2006 to allot equity securities (as defined in the CA 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 CA 2006 did not apply to any such allotment or sale, such power to be limited:

(a) to the allotment of equity securities and sale of treasury shares in connection with any rights issue or open offer or any other pre-emptive offer that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange or any other matter; and

(b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £4,370,311, such power to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 June 2020, 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 power expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.18.

16. 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 87,406,213;

(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 current independent bid on the trading venues where the purchase is carried out,

such authority to expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 30 June 2020 save that the Company may, before the expiry of this authority, enter into a contract to purchase ordinary shares which would, or might, be completed or executed wholly or partly after the expiry of this authority and the Company may purchase ordinary shares pursuant to any such contract as if the authority conferred by this resolution had not expired.

17. To consider the following as a special resolution:

That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice