



20 March 2020

Dear Shareholder,

### **Annual General Meeting 2020**

I am pleased to enclose the Notice of our Annual General Meeting (AGM). The AGM will be held on Friday 15 May 2020 at 1 Bedford Avenue, London WC1B 3AU. Please note this is a change to the venue set out in our 2019 Annual Report. The meeting will start at 2.00pm.

As the current situation with Covid-19 (Coronavirus) evolves, the Company continues to closely monitor Public Health England advice and guidelines on holding large public events and gatherings, as well as travel bans and any potential impact to public transport in London.

Based on UK Government advice at the time of writing, the Board has decided to make some changes to the format of the AGM this year. Unlike in previous years, the AGM will comprise of the formal business part of the meeting only – that is the formal resolutions and not a wider discussion about business performance or Q&A.

Whilst we welcome the opportunity to engage with our shareholders in person at the AGM, we strongly encourage shareholders to follow Public Health England advice before deciding whether to attend the meeting or not. Shareholders are reminded of and encouraged to use their right to appoint the Chairman of the AGM, or any other person, as their proxy to attend the meeting and vote on their behalf.

You may appoint a proxy by completing and returning the enclosed proxy form. Alternatively, you may appoint a proxy electronically via [www.investorcentre.co.uk-eproxy](http://www.investorcentre.co.uk-eproxy) or if you hold your shares in CREST, via the CREST system. Notice of your appointment of a proxy should reach the Company's registrar, Computershare, by 2.00pm on Wednesday 13 May 2020. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Should shareholders wish to ask the Board any questions prior to the AGM, we request that they do so either by email to: [CompanySecretarial@williamhill.co.uk](mailto:CompanySecretarial@williamhill.co.uk) or by post, by writing to the Company Secretary, 1 Bedford Avenue, London WC1B 3AU. We will also consider live streaming the event or posting a recording of the meeting on our website shortly after the meeting.

Our 2019 Annual Report and Accounts and other shareholder communications including this AGM Notice can be found on our website [www.williamhillplc.com](http://www.williamhillplc.com) and I would encourage you to make use of them.

Included in the business of the AGM are resolutions to receive and adopt the Directors' Report and the Financial Statements for the 52 weeks ended 31 December 2019, to approve the Annual Report on Remuneration for the 52 weeks ended 31 December 2019 and the updated Directors' Remuneration Policy, and to confirm the appointment of Deloitte LLP as the Company's auditors.

We are also recommending the formal election of Ulrik Bengtsson, who was appointed as Chief Executive Officer (designate) on 5 September 2019 and formally as Chief Executive Officer (CEO) on 30 September 2019, and Jane Hanson and Lynne Weedall, who were both appointed as Non-Executive Directors on 1 July 2019. Their biographies are set out on pages 8 to 9 of this document.

On 30 September 2019, Philip Bowcock stepped down from the Board as CEO and on 31 December 2019, Georgina Harvey retired as a Non-Executive Director after serving eight years on the Board. On behalf of the Board, I would like to thank Philip for his important contribution to William Hill, both as Chief Financial Officer (CFO) and for three years as CEO. Also to Georgina for her contribution to the Company and service to the Board over the years, in particular her chairing of the Remuneration Committee. In January, we also announced that Ruth Prior, CFO will be leaving the Company to return to the private equity sector. We subsequently announced that Adrian Marsh has been appointed as William Hill's next CFO and as an Executive Director of the Board. The effective date of Adrian's appointment and Ruth's departure will be announced in due course.

In accordance with the 2018 UK Corporate Governance Code (the Code), all of the other directors of the Company will stand for re-election to the Board and their accompanying biographical details are set out on pages 8 to 9 of this document. The Board considers that the contribution and skills of each of the directors are, and continue to be, important to the long-term sustainable success of the Company.

Further explanatory notes to the business of the AGM are given on pages 3 to 5 of this document.

## **Recommendation**

Your Board considers that the resolutions contained in the Notice of AGM are in the best interests of the Company and shareholders as a whole and recommends that shareholders vote in favour of them, as your directors intend to do in respect of their own beneficial shareholdings.

The results of the resolutions will be announced via the UK Regulatory News Service and published on our website as soon as practically possible after the AGM.

In the event that further disruption to the AGM becomes unavoidable, we will announce any changes to the meeting as soon as practicably possible through the Company's website.

Yours sincerely,

**Roger Devlin**  
Chairman

William Hill PLC  
Registered in England and Wales No. 04212563  
Registered office: 1 Bedford Avenue, London, WC1B 3AU.



# William Hill PLC Notice of Annual General Meeting

Friday 15 May 2020 at 2.00pm

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately.

If you have recently sold or transferred all of your shares, please pass this document, with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

# 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 1 Bedford Avenue, London WC1B 3AU on Friday 15 May 2020 at 2.00pm. 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 19 (inclusive) will be special business.

## Ordinary Business

1. To receive the 2019 Annual Report and Accounts and the reports of the directors and auditors thereon for the 52 weeks ended 31 December 2019.
2. To approve the Annual Report on Remuneration for the 52 weeks ended 31 December 2019 set out on pages 93 to 111 (inclusive) in the Annual Report and Accounts.
3. To approve the Directors' Remuneration Policy set out on pages 112 to 119 (inclusive) in the 2019 Annual Report and Accounts.
4. To elect Ulrik Bengtsson as a director of the Company.
5. To elect Jane Hanson as a director of the Company.
6. To elect Lynne Weedall as a director of the Company.
7. To re-elect Roger Devlin as a director of the Company.
8. To re-elect Ruth Prior as a director of the Company.
9. To re-elect Mark Brooker as a director of the Company.
10. To re-elect Robin Terrell as a director of the Company.
11. To re-elect Gordon Wilson as a director of the Company.
12. To authorise the Audit and Risk Management Committee of the Company to re-appoint Deloitte LLP as auditor of the Company until the conclusion of the next Annual General Meeting of the Company at which the accounts are laid.
13. To authorise the Audit and Risk Management Committee of the Company to determine the remuneration of the auditor of the Company.

## Special Business

14. To consider the following as an ordinary resolution:

That in accordance with Sections 366 and 367 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 in aggregate 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 political expenditure not exceeding £50,000 in total,
- c. provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000, in each case, during the period beginning with the date of passing this resolution and ending at the conclusion of the next Annual General Meeting or, if earlier, at the close of business on 30 June 2021.

For the purposes of this resolution 14, the terms "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" shall have the meanings given by Sections 363 to 365 of the CA 2006.

15. To consider the following as an ordinary resolution:

That the directors are generally and unconditionally authorised for the purposes of Section 551 of the 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) of the CA 2006) of £29,723,948, this authorisation 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 2021, 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.

16. To consider the following as a special resolution:

That, if resolution 16 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 £4,503,629,

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 2021, 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.

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) of the CA 2006) of ordinary shares of 10p each in the capital of the Company (ordinary shares) provided that:

- a. the maximum aggregate number of ordinary shares of the Company authorised to be purchased is 90,072,571;
- 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,
- d. this authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 June 2021, 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.

18. To consider the following as a special resolution:

That with effect from the end of the meeting the articles of association produced to the meeting and, for the purpose of identification, signed by the Chairman, be adopted as the articles of association of the Company in substitution for and to the exclusion of the Company's existing articles of association.

19. 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.

By Order of the Board

**Simon Callander**  
Company Secretary

Registered Office:  
1 Bedford Avenue  
London  
WC1B 3AU

20 March 2020

Registered Number: 04212563  
Registered in England and Wales

# Explanatory Notes to the Resolutions

## 2019 Annual Report and Accounts (Resolution 1)

Under Section 437 of the Companies Act 2006 (CA 2006), the directors must present the 2019 Annual Report and the Accounts of the Company for the 52 weeks ended 31 December 2019 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 2019 Annual Report and Accounts.

## 2019 Annual Report on Remuneration (Resolution 2)

Under Section 439 of the CA 2006, the Company is required to seek shareholder approval for the Directors' Remuneration Report on pages 93 to 111 (inclusive) of the 2019 Annual Report and Accounts.

The Company's auditors, Deloitte LLP, have audited those parts of the Directors' Remuneration Report that are required to be audited.

## Directors Remuneration Policy (Resolution 3)

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, and replaces the policy approved by shareholders at the 2017 Annual General Meeting. Details on how the revised policy will be applied in practice for 2020 are set out in the 2019 Annual Report on Remuneration on pages 112 and 119 of the Annual Report and Accounts.

All future payments by the Company to the directors and any former or future directors must, once approved, be made in accordance with the revised policy (unless a payment is separately approved by a shareholder resolution).

The revised Directors' Remuneration Policy will, once approved, take effect from 15 May 2020. A Remuneration Policy will be put to shareholders again no later than at the Company's Annual General Meeting in 2023.

## Election of directors (Resolution 4 to 6 inclusive)

Ulrik Bengtsson was appointed to the Board of Directors as Chief Executive Officer (designate) with effect from 5 September 2019 and formally as Chief Executive Officer on 30 September 2019. Jane Hanson and Lynne Weedall were appointed to the Board of Directors as independent Non-Executive Directors with effect from 1 July 2019. As these appointments are subsequent to the last Annual General Meeting of the Company, each Director will retire in accordance with the Company's articles of association and will offer themselves for election in accordance with Resolutions 4 to 6 respectively.

## Re-election of directors (Resolutions 7 to 11 inclusive)

Under the 2018 UK Corporate Governance Code, Provision 18 states that all directors should be subject to annual election by shareholders. Accordingly, all of the remaining directors in respect of resolutions 7 to 11 will offer themselves for re-election.

The Board confirms that, following the formal external performance evaluation completed in 2019, 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.

Full biographical details of directors seeking election and re-election appear on pages 8 to 9 of this Notice of Meeting and pages 66 to 68 of the 2019 Annual Report and Accounts and the Company's website at [www.williamhillplc.com](http://www.williamhillplc.com).

## Re-appointment of auditor (Resolution 12)

Under Section 489 of the CA 2006, the Company is required to appoint an auditor at each general meeting at which the accounts are laid. The auditor will usually hold office from the conclusion of an Annual General Meeting until the conclusion of the following Annual General Meeting. The Company's existing auditor, Deloitte LLP, has agreed to continue in office as auditor of the Company and, accordingly, Resolution 12 authorises the Audit and Risk Management Committee to re-appoint Deloitte LLP as auditor of the Company.

## Remuneration of auditor (Resolution 13)

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

## Political donations (Resolution 14)

Part 14 of the CA 2006 prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to (i) political parties; (ii) other political organisations and (iii) independent election candidates and from incurring political expenditure without shareholders' consent. The Company's policy is that neither it nor its subsidiaries will make political donations or incur political expenditure falling within Part 14 of the CA 2006 and the directors have no intention of using the authority for that purpose. However, the legislation is very broadly drafted and may catch the Company's normal business activities such as supporting certain bodies involved in law reform and policy review. Accordingly the directors have decided to continue to seek shareholder authority for political donations and political expenditure in case any of the Group's normal business activities are unintentionally caught by the legislation.

### Authority to allot shares (Resolution 15)

The directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or convert any securities into, shares. This authority will, however, expire at the conclusion of the meeting or, if earlier, at the close of business on 30 June 2020. The Board would like to seek a new allotment authority at the meeting to provide the directors with flexibility to allot new shares and grant rights up until the Company's 2021 Annual General Meeting within the limits prescribed by The Investment Association.

Consistent with its approach at the last Annual General Meeting, the Board proposes seeking a reduced (from the maximum permissible) level of allotment authority this year. Consequently, if passed, this resolution will authorise the directors to allot (or grant rights over) new shares in any circumstances up to a maximum aggregate nominal amount of £29,723,948. This amount represents approximately one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 26 February 2020, the latest practicable date prior to the publication of this Notice.

If this resolution is passed, this authority will expire at the conclusion of the Company's next Annual General Meeting or, if earlier, at the close of business on 30 June 2021.

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 26 February 2020, the latest practicable date prior to the publication of this Notice, the Company held 26,536,169 treasury shares, representing approximately 2.95% of the Company's issued ordinary share capital at that date.

### Disapplication of pre-emption rights (Resolution 16)

This resolution, which will be proposed as a special resolution will, if passed, enable the directors to allot equity securities (such as ordinary shares) in the Company, or to sell any shares out of treasury, for cash, without first offering those equity securities to existing shareholders in proportion to their existing holdings within the limits prescribed by The Pre-Emption Group.

Consistent with its approach at the last Annual General Meeting, the Board proposes seeking a reduced (from the maximum permissible) disapplication power this year. Consequently, if passed, this resolution will permit the directors to allot equity securities for cash on a non-preemptive basis both in connection with a rights issue or similar pre-emptive offer and, otherwise than in connection with any such issue, up to a maximum aggregate nominal value of £4,503,629 which represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 26 February 2020, the latest practicable date prior to the publication of this Notice. The directors do not intend to seek a separate disapplication power this year over an additional 5% of the share capital for specific use in connection with acquisitions or capital investments as permitted by The Pre-Emption Group.

The directors believe this resolution should be proposed as they consider it prudent to maintain the flexibility that it provides. The directors do not currently intend to make use of the power and anticipate only making use of it where the specific circumstances of the Company require. In accordance with the guidelines issued by the Pre-Emption Group, the directors confirm that it is also their intention that no more than 7.5% of the issued ordinary share capital of the Company (excluding treasury shares) will be issued for cash on a non-pre-emptive basis during any rolling three-year period without prior consultation with shareholders.

### Authority to purchase own ordinary shares (Resolution 17)

This resolution, which will be proposed as a special resolution, will, if passed, renew the Company's authority granted at the last Annual General Meeting which will expire at the conclusion of the meeting. The resolution gives the Company authority to buy back up to 90,072,571 of its issued ordinary shares in the market. This is equal to approximately 10% of the Company's issued ordinary share capital as at 26 February 2020, the latest practicable date prior to the publication of this Notice. You will see that the resolution sets out the lowest and highest prices that the Company can pay for the ordinary shares.

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. As at 26 February 2020, the latest practicable date prior to the publication of this Notice, no ordinary shares of the Company had been repurchased under the authorities given at previous Annual General Meetings.

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 26 February 2020, being the latest practicable date prior to the publication of this Notice, was 20,141,128 ordinary shares representing 2.24% of the issued ordinary share capital of the Company at that date (2.48% 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 2021 or, if earlier, at the close of business on 30 June 2021.

### Adoption of new Articles of Association (Resolution 18)

This resolution, which will be proposed as a special resolution will, if passed, adopt new articles of association (articles) in order to reflect developments in practice and provide clarification. Due to the extent of the changes, the Company is proposing the adoption of new articles rather than amendments to the current articles adopted on 9 May 2013. Set out below is a summary of the principal changes (article references are to the new articles). Other changes, which are of a minor, technical or clarifying nature, have not been noted.



A copy of the new articles will be available for inspection at: (i) the Annual General Meeting location on the date of the meeting for at least 15 minutes prior to and during the meeting; (ii) on the Company's website at [www.williamhillplc.com](http://www.williamhillplc.com), and (iii) at the Company's registered office. A summary of the key changes are detailed below:

a. General

The opportunity has been taken generally to use clearer language in the proposed new articles and to remove any provisions which are redundant or which duplicate provisions of the CA 2006.

b. Uncertificated shares (article 13)

The proposed new articles provide the Board with powers, in specified circumstances, to require shareholders who hold their shares through CREST to take certain actions in respect of their holdings (including, among other things, converting such shares to certificated form).

c. Untraced shareholders (article 40)

The proposed new articles update the provisions relating to shareholders who are considered untraced after a period of 12 years. In line with market practice, the amended articles dispense with the requirement to place a notice in a national and a local newspaper. Instead the proposed new articles require the Company to send a notice to the shareholder's last known address stating that it intends to sell their shares, having taken reasonable steps to trace the relevant shareholder.

d. Hybrid general meetings (article 48)

The proposed new articles permit the Company to hold "hybrid" or "satellite" general meetings, where shareholders have the option to attend and participate in person (in the main location or in specified satellite locations) or virtually by electronic means. This is in line with market practice and is consistent with the views of institutional shareholder bodies. The Board's current intention is to continue to hold physical general meetings.

e. Notice of Adjournment (article 58)

The proposed new articles provide the Company with greater flexibility by amending the period of time, following the adjournment of a general meeting, in which the Company must re-issue a notice of the (adjourned) meeting from 30 days to 3 months. The restriction on holding an adjourned meeting less than 7 days after this time period has also been removed.

f. Amendments to Resolutions (article 59)

The proposed new articles introduce a notice period (2 working days before the date of the general meeting) which shareholders must comply with should they wish to suggest any amendments to an ordinary resolution tabled at a general meeting.

g. Power of Removal by Special Resolution (article 82)

The proposed new articles introduce a provision enabling the Company to remove a director by special resolution. This is addition to the Company's power, under the CA 2006, to remove a director by ordinary resolution, provided special notice is given (and in which case the director is entitled to make representations to the shareholders and to be heard on the resolution at the meeting).

h. Pensions and Gratuities for Directors (article 91)

The proposed new articles require the Company to obtain shareholder approval (by ordinary resolution) before providing pensions or gratuities to Non-Executive directors. This is in line with good corporate governance practice and the provisions of the Code.

i. Provision for Employees (article 98)

The proposed new articles remove the requirement that the shareholders pass a special resolution before provision for the benefit of employees on cessation or transfer of business can be made, instead providing the directors with the authority to determine this by a Board resolution, in accordance with Section 247 of the CA 2006.

j. Scrip Dividends (article 120)

The proposed new articles provide greater detail and flexibility in respect of the Company's ability to issue scrip dividends, introducing, among other things, (i) mechanics for calculating the number of new shares issued instead of a cash dividend; (ii) provisions allowing shareholders to request new shares instead of all future cash dividends; and (iii) the ability of the directors to restrict the issue of new shares in place of cash dividends where this presents legal, regulatory or practical issues.

k. Deemed Delivery (article 130)

The proposed new articles replace the time at which a notice or other document which is sent to a recipient electronically is deemed to have been received. Under the current articles, that time is 24 hours after the notice was sent. Under the proposed new articles, it is the day on which notice was sent. The new articles also introduce a deemed notice provision where a notice is left at the shareholders' address by the Company or where a notice is sent through CREST.

### **Length of notice of general meetings other than Annual General Meetings (Resolution 19)**

This resolution, which will be proposed as a special resolution, will allow the Company to call general meetings other than Annual General Meetings on 14 clear days' notice. The notice period required by the CA 2006, under Section 307A, for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period which cannot be less than 14 clear days. Annual General Meetings must always be held on at least 21 clear days' notice. The authority granted by this resolution will be effective until the Company's next Annual General Meeting when it is intended that a similar resolution will be proposed.

The flexibility offered by this resolution will only be used where, taking into account the circumstances, the directors consider it is merited by the business of the meeting and is thought to be in the interests of the Company and shareholders as a whole.



# 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 2.00pm on 13 May 2020, or if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting (with no account to be taken of any part of any day that is not a working day), 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 2.00pm on 13 May 2020 or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting (with no account to be taken of any part of any day that is not a working day), 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 6ZZ. The proxy appointment and/or voting instructions must be received by the Company's registrars not later than 2.00pm on 13 May 2020;
  - electronically, by logging onto the Computershare website at [www.investorcentre.co.uk/eproxy](http://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 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 2.00pm on 13 May 2020; 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 2.00pm on 13 May 2020. 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 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 26 February 2020, being the latest practicable 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 26 February 2020 were 874,189,537. There were 26,536,169 shares held in treasury.
- g. Copies of directors' service contracts and Non-Executive Directors' letters of appointment with the Company 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 the 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 the 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 the CA 2006. Where the Company is required to place a statement on a website under Section 527 of the 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 the 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 the CA 2006, can be found at [www.williamhillplc.com](http://www.williamhillplc.com).
- n. Under Section 338 and Section 338A of the 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 the date being 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.

# William Hill PLC Board Director Biographies

The Board considers that the contribution and skills of each of the directors are, and continue to be important to the long-term sustainable success of the Company.

## **Roger Devlin, Non-Executive Chairman**

Roger has extensive and relevant experience on Boards of listed companies, including in businesses and organisations in leisure, sport and betting and gaming. Roger is an experienced Chairman and has held a number of Chair roles since 2006, including his current role at Persimmon PLC, since 2018. Other previous Chair roles include at the leading pub operator and brewer, Marston's PLC, at Sports Information Services (Holdings) Limited (SIS), where William Hill PLC is a 19.5% shareholder, and at private gaming operator and developer Gamesys. He was also Senior Independent Director of the Football Association until June 2018.

Prior to building his experience as an Non-Executive Director and Chairman, Roger had a successful executive career which included a variety of senior and board level roles, spanning investment banking, industrial and international businesses. This included over ten years with Hilton Group plc as Group Corporate Development Director and Board Director for both the hotels and Ladbrokes businesses owned by Hilton Group at that time.

## **Ulrik Bengtsson, Chief Executive Officer**

Ulrik Bengtsson was appointed to the Board as Chief Executive Officer (designate) on 5 September 2019, and formally as CEO on 30 September 2019. The process to appoint the new CEO was a rigorous one and the Board was unanimous in its decision to name Ulrik as CEO. Ulrik has a deep understanding of digital betting and gaming, and has the international and sector experience the Group needs to deliver on the strategy. His appointment provides continuity, stability and operational digital leadership to the organisation.

Ulrik joined the Group as Chief Digital Officer and a member of the Group Executive Management team in April 2018. He was previously President and Chief Executive of Betsson Group, a Swedish listed betting and gaming company, until stepping down in September 2017. Ulrik has also previously held CEO positions at Viasat Broadcasting Sweden and Modern Times Group.

## **Ruth Prior, Chief Financial Officer**

Ruth joined the Group and was appointed as Chief Financial Officer in October 2017. Supporting the CEO in developing and implementing the group strategy and leading on the Group Finance function, ensuring that effective financial reporting, processes and controls are in place to deliver on the annual budget and long-term strategic and financial plan. She joined William Hill from Worldpay Group plc, having joined Worldpay in October 2013 as Deputy CFO and subsequently being appointed COO in December 2016. She is also a Non-Executive director of Motability Operations Group. Ruth has a degree in Biochemistry and is a Chartered Management Accountant.

Ruth was previously Group CFO of EMI Group, prior to that she worked for the private equity firm Terra Firma Capital Partners as a finance director, working across numerous portfolio businesses with a focus on strategic and operational transformation. Earlier in her career she worked at Whitbread and Bass, after starting her career at Unilever.

In January 2020 we announced that Ruth would be leaving the Company to return to her private equity roots. We subsequently announced that Adrian Marsh has been appointed as William Hill's next CFO and as an Executive Director of the Board. The effective date of Adrian's appointment and Ruth's departure will be announced in due course.

## **Mark Brooker, Senior Independent Non-Executive Director**

Mark was appointed to the role of Senior Independent Non-Executive Director in October 2018, and also chairs the Corporate Social Responsibility Committee. Mark was formerly Chief Operating Officer and Executive Director at Trainline, the European tech company and leading independent rail retailer. He was also previously Chief Operating Officer and an Executive Director at Betfair Group, one of Europe's leading online gaming businesses, with responsibilities for all operations outside the USA, having earlier held the position of Managing Director of the company's Sports business.

Prior to joining Betfair, Mark had extensive experience in corporate broking spanning 17 years at Morgan Stanley, Merrill Lynch and NatWest Markets. He currently holds Non-Executive directorships at AA plc, Equiniti Group plc, Findmypast Limited and Seedrs Limited. Mark also holds a Master's degree in Engineering, Economics and Management from Oxford University.

## **Jane Hanson, Non-Executive Director**

Jane brings considerable expertise in risk management and corporate governance in highly regulated environments. She has deep knowledge of developing and monitoring risk frameworks and has overseen major IT and transformation programmes. Jane is currently a Non-Executive Director and Chair of the Board Risk Committee of Direct Line Insurance Group plc. She is also Chair of The Reclaim Fund Ltd, Honorary Treasurer and Independent Trustee of the Disasters Emergency Committee and Independent Member of the Fairness Committee at ReAssure Ltd. Jane has also previously held a number of executive roles, including at Aviva plc.

She is a Fellow of the Institute of Chartered Accountants in England and Wales and spent her early career with KPMG, working in the financial sector, and later becoming responsible for delivering corporate governance, internal audit and enterprise risk-management services. She also has wide experience in developing and monitoring customer and conduct risk frameworks in heavily regulated environments. Jane is also a Magistrate.

### **Robin Terrell, Independent Non-Executive Director**

Robin has extensive experience in leading online and retail businesses, particularly within the digital space, and has held a number of senior positions including Amazon in the UK where he was Vice President and Managing Director, and 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 and UK and Group Multi-channel Director. Prior to that he served as Executive Director of Multi-channel and International at House of Fraser. Robin is also a qualified Chartered Accountant.

Robin is Non-Executive Chair of Wetsuit Outlet and Non-Executive Director at New Look, Amara Living Limited and Ahlens AB. His previous Non-Executive roles include Tesco Mobile, Lazada Group, Wilko, and Monica Vinader. These additional and previous roles in large-scale organisations provides recent and relevant experience required to carry out his role of Audit and Risk Management Committee Chair.

### **Lynne Weedall, Non-Executive Director**

Lynne brings a wealth of experience in HR, strategy and organisational transformation gained from a variety of roles in the retail sector and elsewhere. She has spent her Executive career in large-scale, consumer-focused retail and leisure businesses, leading through periods of significant strategic, operational and cultural transformation, which supports the Board's efforts on delivering on the strategy. As an experienced plc HR director and proven Chair of Remuneration Committees, she also has extensive and current experience of remuneration matters in a listed company environment to carry out her role as Remuneration Committee Chair.

Lynne is currently a Non-Executive Director and Remuneration Committee Chair at Treatt plc, and Director of Truepoint, an international consultancy firm specialising in organisational change. Previously, she was a Non-Executive Director and Remuneration Committee Chair at Greene King plc. She has also held HR director roles at Selfridges Group and Dixons Carphone where she led the merger integration.

### **Gordon Wilson, Independent Non-Executive Director**

Gordon served as the President and CEO of NYSE listed Travelport Worldwide Limited from 2011 to August 2019. Travelport is a leading provider of travel distribution technology with operations in over 180 countries. Prior to taking on the President and CEO role at Travelport, Gordon held a number of executive management positions with the company and its predecessors globally. He was also Chairman of the travel payments provider eNett, a joint venture established to address the challenges of cross-border international commercial payments. He also sat on the Executive Committee of the World Travel and Tourism Council.

His extensive experience of the development and use of technology on a global basis, including all the key geographies in which William Hill operates brings great value to the Board, alongside his substantial experience in all aspects of having been a CEO of a significant global enterprise.