

**SPECIAL RESOLUTION**

**OF**

**WILLIAM HILL PLC**

**Company Number: 04212563**

**Registered Office: 1 Bedford Avenue, London WC1B 3AU, United Kingdom**

**(the "Company")**

At a general meeting of the Company held at 1 Bedford Avenue, London WC1B 3AU, United Kingdom on 19 November 2020 at 10:45 a.m., the following resolution was passed as a special resolution of the Company:

**SPECIAL RESOLUTION**

**THAT:**

- (A) for the purpose of giving effect to the scheme of arrangement dated 26 October 2020 (as amended or supplemented) (the "**Scheme**") between the Company and the holders of Scheme Shares (as defined in the Scheme), a copy of which has been produced to this meeting and for the purposes of identification signed by the chair of this meeting, in its original form or with or subject to any modification, addition, or condition agreed by the Company and Caesars UK Holdings Limited and approved or imposed by the High Court of Justice of England and Wales, the directors of the Company (or a duly authorised committee thereof) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (B) with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new Article 135:

**"135. Scheme of Arrangement**

- (A) *In this Article 135, references to the "**Scheme**" are to the Scheme of Arrangement under Part 26 of the Companies Act 2006 between the Company and the holders of Scheme Shares (as defined in the Scheme) dated 26 October 2020 (with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and Caesars UK Holdings Limited ("**Caesars UK Bidco**")) and (save as defined in this Article) terms defined in the Scheme shall have the same meanings in this Article.*
- (B) *Notwithstanding any other provisions in these Articles, if the Company issues or transfers out of treasury any William Hill Shares (other than to Caesars UK Bidco, any subsidiary of Caesars UK Bidco, any parent undertaking of Caesars UK*

*Bidco or any subsidiary of such parent undertaking, or any nominee of Caesars UK Bidco (each a “Caesars UK Bidco Company”)) on or after the date of the adoption of this Article 135 and prior to the Scheme Record Time, such William Hill Shares shall be issued or transferred subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or subsequent holder or holders of such William Hill Shares shall be bound by the Scheme accordingly.*

- (C) *Notwithstanding any other provision of these Articles, subject to the Scheme becoming Effective, any shares issued, transferred out of treasury or transferred pursuant to Article 135(D) below, to any person (other than a Caesars UK Bidco Company) after the Scheme Record Time (a “New Member”) (each a “Post-Scheme Share”) shall be issued or transferred on terms that they shall (on the Effective Date (as defined in the Scheme) or, if later, on issue or transfer (but subject to the terms of Articles 135(D) and 135(E) below)), be immediately transferred to Caesars UK Bidco (or such person as it may direct) (the “Purchaser”), who shall be obliged to acquire each Post-Scheme Share in consideration of and conditional upon the payment by or on behalf of Caesars UK Bidco to the New Member of an amount in cash for each Post-Scheme Share equal to the consideration to which a New Member would have been entitled had such Post-Scheme Share been a Scheme Share.*
  
- (D) *Any person who is beneficially entitled to shares issued or transferred to a New Member (other than, for the avoidance of doubt, a person who becomes beneficially entitled to shares by virtue of a transfer pursuant to this Article 135(D)) may, prior to the issue or transfer of Post-Scheme Shares to the New Member pursuant to the exercise of an option or satisfaction of an award under one of the William Hill Share Plans (as defined in the Scheme), give not less than two business days’ written notice to the Company in such manner as the board shall prescribe of his or her intention to transfer the beneficial ownership of some or all of such Post-Scheme Shares to his or her spouse or civil partner and may, if such notice has been validly given, on or before such Post-Scheme Shares being issued or transferred to the New Member, immediately transfer to his or her spouse or civil partner beneficial ownership of any such Post-Scheme Shares, provided that such Post-Scheme Shares (including both legal and beneficial ownership thereof) will then be immediately transferred to the Purchaser pursuant to Article 135(C) above. If notice has been validly given pursuant to this Article 135(D) but the beneficial owner does not immediately transfer to his or her spouse or civil partner, both the legal and beneficial ownership of the Post-Scheme Shares in respect of which notice was given will be transferred to the Purchaser pursuant to Article 135(C) above. If notice is not given pursuant to this Article 135(D), both the legal and beneficial ownership of the Post-Scheme Shares will be immediately transferred to the Purchaser pursuant to Article 135(C) above.*
  
- (E) *On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) carried out after the Effective Date (as defined in the Scheme), the value of the*

*consideration per Post-Scheme Share to be paid under Article 135(C) shall be adjusted by the Company in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article 135 to such shares shall, following such adjustment, be construed accordingly.*

- (F) *To give effect to any transfer of Post-Scheme Shares required pursuant to Article 135(C), the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and do all such other things and execute and deliver all such documents or deeds as may in the opinion of such attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. The Purchaser shall settle the consideration due to the New Member pursuant to Article 135(C) above by sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder), or by any alternative method communicated by the Purchaser to the New Member, for the purchase price of such Post-Scheme Shares as soon as practicable and in any event no later than 14 days after the date on which the Post-Scheme Shares are issued to the New Member.*
- (G) *If the Scheme shall not have become effective by the applicable date referred to in (or otherwise set in accordance with) section 6(B) of the Scheme, this Article 135 shall cease to be of any effect.*
- (H) *Notwithstanding any other provision of these Articles, both the Company and the board shall refuse to register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser pursuant to the Scheme."*




---

Chair

19 November 2020

