

WILLIAM HILL PLC (the "Company")
COMPANY NO. 4212563

FRIDAY



At the Annual General Meeting of the Company held on 11 May 2016 (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 14

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 2017

Resolution 15

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

- (c) up to an aggregate nominal amount (within the meaning of Section 551 (3) and (6) CA 2006) of £29,485,661 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum), and
- (d) 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 £58,971,323 (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 conclusion of the next Annual General Meeting of the Company or 30 June 2017 (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 16

That, subject to the passing of resolution 15 set out in the Notice of Annual General Meeting of which this resolution forms part, the directors be given power pursuant to Sections 570 (1) and 573 CA 2006 to

- (a) allot equity securities (as defined in Section 560 CA 2006) of the Company for cash pursuant to the authorisation conferred by that resolution, and
- (b) sell ordinary shares (as defined in Section 560(1) CA 2006) held by the Company as treasury shares for cash,

as if Section 561 CA 2006 did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 15(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practical) to the respective number of ordinary shares held by them on the record date for such allotment or sale (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 as the directors may consider necessary or appropriate 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, and
- (ii) in the case of the authorisation granted under resolution 15(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £8,845,698,

and shall expire at the Company's next Annual General Meeting or 30 June 2017 save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired

Resolution 17

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 authorised to be purchased is 88,456,984,
- (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 independent current bid on the London Stock Exchange at the time the purchase is carried out, 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 2017 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

Resolution 18

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