

WILLIAM HILL PLC (THE COMPANY)
CORPORATE RESPONSIBILITY AND REGULATED ISSUES COMMITTEE
TERMS OF REFERENCE

ADOPTED BY THE BOARD ON 28 JUNE 2011

CONSTITUTION

1. The Board has resolved to establish a Committee of the Board to be known as the Corporate Responsibility and Regulated Issues Committee (the Committee).

PURPOSE

2. The Corporate Responsibility and Regulated Issues Committee is a committee responsible for overseeing and reviewing the Company's dealings with government, regulators and the regulatory issues affecting the Company and its subsidiaries, as well as reviewing the Company's policies and advising the Board on environmental, social and ethical matters not otherwise the subject of regulatory scrutiny.

MEMBERSHIP

3. The Committee shall consist of at least three members, including two non-executive directors. A quorum shall be two members.
4. The members of the Committee shall be identified in the Company's Annual Report.

MEETINGS

5. Meetings may be held by telephone.
6. Meetings shall be held as and when appropriate, but at least annually and usually four times per year.
7. Papers will normally be circulated at least 4 working days prior to a meeting.
8. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and agreed by them at the next meeting of the Committee. Copies will be provided to all Board members.

REPORTING

9. The Committee Chairman shall report formally to the Board on its proceedings after each meeting.
10. There will be a statement on the activities of the Committee in the Company's Annual Report.
11. The Committee shall make its terms of reference available to shareholders and other stakeholders via its website.

DUTIES

12. The Committee will review the Group's strategy on issues that the business faces in its day to day operations that are (i) directly affected by government action; (ii) which may be the subject of scrutiny by a government-appointed regulator and (iii) which may impact the Company's practices or reputation with regard matters of corporate responsibility.

The Committee's remit include the following areas, which are not exhaustive:

- The then Industry Items facing the Group (those as off today's date are set out in Appendix 1)
- Responsible Gambling
- Underage Gambling
- Product Integrity
- Business Conduct
- Privacy/Data Protection
- Equal Opportunities and discrimination
- Employment issues
- Health & Safety
- Customer Relations
- Charitable giving
- Environmental matters

It shall keep under review policies and practices in the area of corporate responsibility and adopt revised or new policies as appropriate.

13. The Committee will agree appropriate internal reporting frameworks.

14. The Committee will consider methods for measuring and monitoring the Group's performance regarding CR issues and set targets where appropriate.
15. The Committee will review the Group's external reporting of CR information and consider, as appropriate, communications with stakeholders on CR issues.
16. The Committee will liaise with the Audit and Risk Management Committee regarding the integration of CR processes within the Group's broader business risk management programme.
17. The Committee will at least annually review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

AUTHORITY

18. The Committee is authorised to seek any information it requires from employees of the Group relating to any Group activity which falls within these terms of reference.
19. The Committee may employ the services of outside consultants at the Company's expense if it considers this to be appropriate. With regards to this, the Committee shall follow the "Guidelines for Seeking Independent Professional Advice" adopted by the Board.