

WILLIAM HILL PLC (THE COMPANY)

NOMINATION COMMITTEE TERMS OF REFERENCE

Constitution

1. The Committee of the Board known as the Nomination Committee (the Committee) is established under the Articles of Association of the Company.

Membership

2. The Committee shall be appointed by the Board from time to time and the majority of its members shall be independent Non-Executive Directors of the Company. A quorum shall be two members both of whom must be independent Non-Executive Directors.
3. The Chairman of the Committee shall be the Chairman of the Board or a non-executive director and shall be appointed by the Board. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the Chairmanship.
4. The Chairman and members of the Committee shall be identified in the Company's Annual Report.

Meetings

5. Only members of the Committee have a right to attend Committee Meetings. Other individuals such as the Chief Executive, the General Counsel and Company Secretary, the HR Director and external advisors may be invited to attend for all or part of any meeting as and where appropriate.
6. The Committee shall document their discussions and the Committee Chairman shall report formally to the Board on its proceedings after each meeting.
7. The Committee shall appoint one of their number, or the General Counsel and Company Secretary, to be Secretary to the Committee.
8. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board unless a conflict of interest exists.
9. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

10. The Committee will meet as necessary but at least twice a year.

Duties

11. The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used for recruitment of non-executive directors or new chairman.
12. The Committee shall establish and carry out a formal, rigorous and transparent selection process of candidates and make recommendations to the Board on all new Board appointments, shall prepare appropriate role descriptions and adopt appropriate recruitment procedures in the light of the UK Corporate Governance Code.
13. The Committee may consider nominees put forward by any member of the Board.
14. The Committee may employ the services of search consultants at the Company's expense. With regards to this, the Committee shall follow the "Guidelines for Seeking Independent Professional Advice" adopted by the Board.
15. All recommendations of the Committee, in respect of the appointment of Directors, shall be referred to the Board and shall only take effect when approved by resolution of the Board.
16. In nominating people to be non-executive directors the Committee shall take into account the UK Corporate Governance Code which provides that at least half of the Board, excluding the Chairman, should comprise non-executive directors determined by the Board to be independent.
17. The Committee shall regularly review (at least annually) the structure, size and composition (including the balance of skills, independence knowledge of the Company and collective experience) required of the Board and its committees and make recommendations to the Board as appropriate.
18. The Committee shall consider the policy regarding multiple directorships for executive directors/non-executive directors and make recommendations to the Board as appropriate
19. The Committee shall give full consideration to succession planning for directors and senior executives in the course of its work.
20. The Committee shall review annually the time commitment required from non-executive directors.
21. The Committee shall ensure that on appointment, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment.

22. The Committee shall make recommendations to the Board concerning:
 - 22.1 membership of the Audit and Remuneration Committees;
 - 22.2 the re-appointment of any non-executive director at the conclusion of their specified term of office;
 - 22.3 the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's articles of association.
23. The Committee shall at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and is collectively responsible for the long-term success of the Company. The Committee shall also recommend any changes it considers necessary to the Board.
24. The Committee shall make its terms of reference available to shareholders and other stakeholders via the Company's website.

Approved 22 February 2011