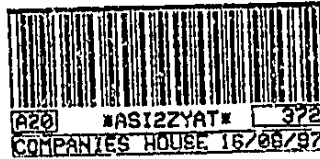


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(5)

Company Number: 278208

## WILLIAM HILL ORGANIZATION LIMITED

### WRITTEN RESOLUTIONS

We, the undersigned, being the only member of the Company who (at the date of these written resolutions) would be regarded for the purposes of section 381A of the Companies Act 1985 (the "Act") as entitled to attend and vote at a General Meeting of the Company, hereby agree pursuant to such section to the following Resolutions (which would otherwise be required to be passed, in the case of Resolution 1 and 4, as special resolutions and, in the case of Resolutions 2 and 3, as ordinary resolutions):-

1. Alterations to Articles of Association

THAT, subject to the following Resolutions 2, 3 and 4 taking effect, the alterations to the Articles of Association of the Company described in the document annexed hereto and for the purpose of identification signed by us be and the same are hereby respectively approved and incorporated in the Articles of Association and that the Articles of Association as so amended have effect in place of and to the exclusion of the existing Articles of Association of the Company.

2. Increase of authorised capital

THAT the authorised share capital of the Company be increased from £2,565,170 to £2,565,180 by the creation of 100 B Shares of 10 pence each, such shares having the rights and being subject to the restrictions attributed to that class of shares in the Company's Articles of Association, as altered pursuant to Resolution 1 above.

3. Authority pursuant to section 80

THAT:

- (1) for the purposes of section 80 of the Act, the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in the said section) up to an aggregate nominal amount of £1,096,594.40, such authority to expire five years from the date of this resolution but to be capable of previous revocation or variation from time to time by the Company in general meeting and of renewal from time to time by the Company in general meeting for a further period not exceeding five years;