

Oyez

CHFP041

COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares.

155(6)a

Please do not write in this margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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00278208

Name of company

* William Hill Organization Limited

Note
Please read the notes on page 3 before completing this form

* Insert full name of company

~~We†~~

Please see Appendix 1 attached

† Insert name(s) and address(es) of all the directors

§ Delete as appropriate

~~The sole director~~ [all the directors] § of the above company do solemnly and sincerely declare that:

The business of the company is:

‡ Delete whichever is inappropriate

- ~~(a) that of a (recognised bank) (licensed institution) § within the meaning of the Banking Act 1979 ‡~~
~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom ‡~~
(c) something other than the above ‡

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~company's holding company~~ §

The assistance is for the purpose of ~~the acquisition~~ ‡ [reducing or discharging a liability incurred for the purpose of that acquisition].

The number and class of the shares acquired or to be acquired is:

Please see Appendix 2 attached

Presenter's name, address and reference (if any):

FRESHFIELDS BRUCKHAUS
DERINGER
65 FLEET STREET, LONDON
ENGLAND EC4Y 1HS
DX 23 LONDON/CHANCERY
LANE

(DGW/119747-0002)
Vegas2.WHO155(6)a.

For official use
General Section

Post room



LD5
COMPANIES HOUSE

LCKB18SD

0009
19/06/02

The assistance is to be given to: (note 2)

William Hill PLC, William Hill Holdings Limited, William Hill Investments Limited, Baseflame Limited and Will Hill Limited all of 50 Station Road, London, N22 7TP

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block
lettering

The assistance will take the form of:

Please see Appendix 3 attached

The person who [has acquired]~~[will acquire]~~⁹⁵* the shares is:
Will Hill Limited

*Delete as
appropriate

The principal terms on which the assistance will be given are:

Please see Appendix 4 attached

The amount of cash to be transferred to the person assisted is £

Nil

The value of any asset to be transferred to the person assisted is £

Nil

The date on which the assistance is to be given is no later than eight weeks after the date of this
statutory declaration

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

† Delete either (a) or
(b) as appropriate

h We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) *h* We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date] † (note 3)

(b) ~~We intended to commence the winding up of the company within 12 months of that date, and we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.] † (note 3)~~

h And we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 65 Fleet Street, London EC4Y 1HS

Declarants to sign below

Day Month Year

on

10 06 2022

before me

John A.
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account-see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

WILLIAM HILL ORGANIZATION LIMITED
Company number 00278208

John Michael Brown of Milford Court, Milford Road, South Milford, Leeds LS25 5AD

David Charles Ian Harding of Flat 4, 147 Gloucester Terrace, London W2 6DX

David Hart of Kings House, Poles Park, Hanbury Drive, Thundridge, Hertfordshire SG12 0UD

William Leslie Haygarth of 9 Hillside, Burghfield Common, Reading, Berkshire RG7 3BQ

David Lowrey of Wymondley, 13 Spofforth Hill, Wetherby, West Yorkshire LS22 4SF

Thomas Daniel Singer of 27 Observatory Road, East Sheen, London SW14 7QB

Ian John Spearing of 1 Burkes Close, Beaconsfield, Bucks HP9 1ES

Anthony David Steele of The Crest, 3 Silver Street, Goffs Oak, Herts EN7 5JE

Shailen Wasani of 24, The Forresters, Winslow Close, Eastcote, Middlesex, HA5 2QX

WILLIAM HILL ORGANIZATION LIMITED
Company number 00278208

Number and class of shares acquired was 14,685,856 Ordinary Shares of 10 pence each and 100 B Shares of 10 pence each in the capital of William Hill Organization Limited.

WILLIAM HILL ORGANIZATION LIMITED
Company number 00278208
(the *Company*)

- (a) The £660,000,000 facility agreement entered into on 29 May 2002 between William Hill PLC as original borrower and guarantor (the ***Borrower***), Barclays Capital (the investment banking division of Barclays Bank plc), Deutsche Bank AG London and The Royal Bank of Scotland plc as arrangers (the ***Arrangers***), Barclays Bank plc, Deutsche Bank AG London and The Royal Bank of Scotland plc as original lenders (the ***Original Lenders***) and Deutsche Bank AG London as agent (the ***Agent***) to be acceded to by way of accession letter by each of William Hill Organization Limited, Camec Limited, Camec (Scotland) Limited, Windsors (Sporting Investments) Limited, William Hill (Southern) Limited, William Hill (Scotland) Limited, William Hill Credit Limited, William Hill (Western) Limited, William Hill (North Western) Limited, William Hill Finance plc (company number 03461992), Will Hill Limited and William Hill (North Eastern) Limited as guarantors (the ***Guarantors***) (the ***Facility Agreement***);
- (b) the intra-group funding agreement to be entered into between William Hill PLC as borrower, Will Hill Limited and the Company as lenders; and
- (c) any other document as the directors of the Company consider necessary in connection with the above.

WILLIAM HILL ORGANIZATION LIMITED
Company number 00278208
(the Company)

1. By executing the accession letter and thereby acceding to the Facility Agreement, the Company will irrevocably and unconditionally jointly and severally, with certain other William Hill group companies:
 - (a) guarantee to each Finance Party punctual performance by each Borrower of all that Borrower's obligations under the Finance Documents;
 - (b) undertake with each Finance Party that whenever a Borrower does not pay any amount when due under or in connection with any Finance Document, that Guarantor shall immediately on demand pay that amount as if it were the principal obligor; and
 - (c) indemnify each Finance Party immediately on demand against any cost, loss or liability suffered by that Finance Party if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal. The amount of the cost, loss or liability shall be equal to the amount which that Finance Party would otherwise have been entitled to recover.
2. Pursuant to the Intra-Group Funding Agreement the Company, together with other William Hill group companies, will make funds available to William Hill PLC in order to enable William Hill PLC to repay amounts owing under the Facility Agreement.

For the purposes of this Statutory Declaration:

Accession Letter means the prescribed form of letter set out in Schedule 6 of the Facility Agreement pursuant to which a company within the William Hill group may accede to the Facility Agreement.

Borrower means William Hill PLC and any other company which becomes a borrower under the Facility Agreement.

Fee Letter means any letter or letters dated on or about the date of the Facility Agreement between the parties thereto.

Finance Document means the Facility Agreement, any Fee Letter, any Accession Letter, any Resignation Letter and any other document designated as such by the Agent and William Hill plc.

Finance Party means the Agent, an Arranger or a Lender.

Lender means:

- (a) any Original Lender; and
- (b) any bank or financial institution which has become party to the Facility Agreement.

Original Lender means the financial institutions set out in Schedule 1 Part B of the Facility Agreement.

Resignation Letter means the prescribed form of letter set out in the Facility Agreement pursuant to which a Borrower may request release from its obligations under the Facility Agreement.

References in this form 155(6)(a) to any agreement or document (or any provisions of or definitions contained in any agreement or document referred to therein) shall be construed as references to that agreement, that document, that provision or that definition as in force for the time being as amended, varied, supplemented, novated or replaced from time to time.

References in this form 155(6)(a) to any person or party shall include their successors, transferees and assignees and in relation to the Arrangers, Agent and each Lender any substitute or additional person appointed pursuant to the Finance Documents.

Deloitte & Touche
Stonecutter Court
1 Stonecutter Street
London EC4A 4TR

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Fax (Gp. 3): 020 7583 1198
LDE: DX 599
www.deloitte.co.uk

**Deloitte
& Touche**

The Directors
William Hill Organization Limited
Greenside House
50 Station Road
Wood Green
London UK
N22 7TP

10 June 2002

Dear Sirs

**AUDITORS' REPORT TO THE DIRECTORS OF WILLIAM HILL
ORGANIZATION LIMITED ("the Company") PURSUANT TO SECTION 156(4) OF
THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors of William Hill Organization Limited dated 10 June 2002 in connection with the proposal that the Company should grant guarantees and enter into intra-group loans with other companies within the William Hill plc group in relation to the refinancing of debt incurred by Will Hill Limited and William Hill Finance plc for the purposes of acquiring share capital in the Company and Camec Limited.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act is unreasonable in all the circumstances.

Yours faithfully



Deloitte & Touche
Registered Auditors
10 June 2002

Stonecutter Court
1 Stonecutter Street
London

EC4A 4TR

**Deloitte
Touche
Tohmatsu**

Aberdeen, Belfast, Birmingham, Bracknell, Bristol, Cambridge, Cardiff, Crawley, Edinburgh, Glasgow, Leeds, Leicester, Liverpool, London, Manchester, Milton Keynes, Newcastle upon Tyne, Nottingham, St Albans and Southampton.

Principal place of business at which a list of partners' names is available: Stonecutter Court, 1 Stonecutter Street, London EC4A 4TR.

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.