

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from, if you are in the United Kingdom, your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 or, if you are not in the United Kingdom, an appropriately authorised independent financial adviser.

If you sell or have sold or otherwise transferred all your ordinary shares in Ladbrokes plc, please pass this document and the accompanying proxy form to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

16 March 2016

Dear Shareholder

2016 Annual General Meeting

This year's Annual General Meeting for Ladbrokes plc ('Ladbrokes' or the 'Company') will be held at Deutsche Bank AG, Winchester House, 1 Great Winchester Street, London EC2N 2DB on Thursday 5 May 2016 at 11.00am.

The notice convening the meeting is set out on pages 2 to 6. An explanation of the business to be considered at the meeting is set out on pages 7 to 9 and information on the directors standing for appointment and re-appointment is contained on pages 10 and 11.

As announced at the Annual General Meeting in 2015, Peter Erskine retired as Chairman of the Company in December 2015. Following Peter's retirement, I was appointed as Chairman of the Company and Christine Hodgson succeeded me as Senior Independent Director. Darren Shapland also retired from the Board in September 2015 having served as a non-executive director for six years and as Chairman of the Audit Committee since 2010 and Ian Bull retired from the Board in February 2016 having served as Chief Financial Officer since 2011. I would like to iterate my thanks to Peter, Darren and Ian for their contribution to Ladbrokes.

Since the last Annual General Meeting, the Board appointed Jim Mullen as an executive director on 7 May 2015 and Mark Pain as a non-executive director on 3 December 2015. Mark also took over as Chairman of the Audit Committee.

The Board recommends that shareholders vote in favour of all the resolutions being proposed at the Annual General Meeting, each of which they consider to be in the best interests of shareholders as a whole. The directors intend to vote their own shares in favour of each resolution.

Voting on the various resolutions will be on a poll. If you cannot attend the meeting, you can appoint a proxy in accordance with the relevant instructions, so as to be received as soon as possible and by no later than 11.00am on Tuesday 3 May 2016. Further information on the various ways you can appoint a proxy is given in notes 3 and 4 to the Notice of Annual General Meeting on page 4. The appointment of a proxy will not preclude you from attending and voting at the meeting.

I look forward to seeing you at my first Annual General Meeting as Chairman of the Company.

Yours sincerely



John M Kelly
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Ladbrokes plc will be held at Deutsche Bank AG, Winchester House, 1 Great Winchester Street, London EC2N 2DB on Thursday 5 May 2016 at 11.00am.

Shareholders will be asked to consider and, if thought fit, to pass the resolutions below. All resolutions will be proposed as ordinary resolutions, except resolutions 15 to 18, which will be proposed as special resolutions.

1. THAT the reports of the directors and auditor and the accounts of the Company for the year ended 31 December 2015 be and are hereby received and adopted.
 2. THAT the Directors' remuneration report set out on pages 63 to 71 of the Annual Report and Accounts 2015 be and is hereby approved.
 3. THAT a final dividend of 2.0 pence on each of the ordinary shares entitled thereto in respect of the year ended 31 December 2015 be and is hereby declared.
 4. THAT Jim Mullen be and is hereby appointed as a director of the Company.
 5. THAT Mark Pain be and is hereby appointed as a director of the Company.
 6. THAT John Kelly be and is hereby re-appointed as a director of the Company.
 7. THAT Christine Hodgson be and is hereby re-appointed as a director of the Company.
 8. THAT Sly Bailey be and is hereby re-appointed as a director of the Company.
 9. THAT David Martin be and is hereby re-appointed as a director of the Company.
 10. THAT Richard Moross be and is hereby re-appointed as a director of the Company.
 11. THAT PricewaterhouseCoopers LLP be and is hereby re-appointed as auditor of the Company.
 12. THAT the directors be and are hereby authorised to agree the remuneration of the auditor.
 13. THAT, for the purposes of section 366 of the Companies Act 2006 (authorisations required for donations or expenditure), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect be and are hereby authorised to:
 - (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £50,000 in total;
 - (c) incur political expenditure not exceeding £50,000 in total,provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during the period beginning with the date of the passing of this resolution and ending on the date of the Annual General Meeting of the Company to be held in 2017 or, if earlier, on 30 June 2017.
- For the purpose of this resolution, the terms 'political donations', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Companies Act 2006.
14. THAT, in substitution for all previous authorities to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company conferred upon the directors (save to the extent relied upon prior to the passing of this resolution or as granted at the general meeting of the Company held on 24 November 2015, which authorities shall remain in force), the directors be and are hereby generally and unconditionally authorised:
 - (a) for the purposes of section 551 of the Companies Act 2006 (the 'Act') to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to a maximum nominal amount of £96,181,163; and
 - (b) to exercise all the powers of the Company to allot equity securities (within the meaning in section 560 of the Act), including delegating such authority as the directors see fit and to sell equity securities which immediately before the sale are held by the Company as treasury shares in connection with a rights issue (being for the purposes of this resolution a rights issue in favour of (i) holders of ordinary shares (not being treasury shares) where the equity securities respectively attributable to the interests of all holders of ordinary shares (not being treasury shares) are proportionate (or as nearly as may be) to the respective numbers of ordinary shares (not being treasury shares) held by them; and (ii) holders of securities, bonds, debentures or warrants which, in accordance with the rights attaching thereto, are entitled to participate in such a rights issue, but in either case subject to such exclusions or other arrangements as the directors may deem fit to deal with fractional entitlements or problems which may arise in any overseas territory or under the requirements of any regulatory body or any stock exchange or otherwise howsoever) up to a maximum nominal amount of £96,181,163,provided that this authorisation shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017, or, if earlier, on 30 June 2017, save that the Company may before this authorisation expires make an offer or agreement which would or might require shares to be allotted or sold, or rights to subscribe for, or to convert any security into, shares in the Company to be granted, after this authorisation expires.

15. THAT, conditional upon resolution 14 being passed, the directors be and they are hereby empowered to allot equity securities (within the meaning in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred by resolution 14 and to sell equity securities which immediately before the sale are held by the Company as treasury shares for cash in each case as if section 561(1) of the Act (existing shareholders' right of pre-emption) did not apply to such allotment or sale provided that this power shall be limited to:
- (a) in the case of the authority granted under paragraph (a) of resolution 14 and/or in the case of any sale of treasury shares for cash, the allotment of equity securities or sale of treasury shares for cash (otherwise than pursuant to paragraph (b) of this resolution) up to an aggregate nominal amount of £29,754,231; and
 - (b) the allotment of equity securities or sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 14, by way of a rights issue only) to: (i) holders of ordinary shares (not being treasury shares) where the equity securities respectively attributable to the interests of all holders of ordinary shares (not being treasury shares) are proportionate (or as nearly as may be practicable) to the respective numbers of ordinary shares (not being treasury shares) held by them; and (ii) holders of securities, bonds, debentures or warrants which, in accordance with the rights attaching thereto, are entitled to participate in such a rights issue or other issue, but in either case subject to such exclusions or other arrangements as the directors may deem fit to deal with fractional entitlements or problems which may arise in any overseas territory or under the requirements of any regulatory body or any stock exchange or otherwise howsoever,
- and that this power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017, or, if earlier, on 30 June 2017, save that the Company may before this power expires make any offer or agreement which would or might require equity securities of the Company to be allotted after the power expires.
16. THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 28 $\frac{1}{3}$ p each of the Company provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased shall be 101,838,891;
 - (b) the minimum price (excluding expenses) which may be paid for an ordinary share shall be 28 $\frac{1}{3}$ p;
 - (c) the maximum price (excluding expenses) which may be paid for an ordinary share shall be the higher of: (i) an amount equal to 105% of the average market value of an ordinary share for the five business days immediately preceding the day the ordinary share is purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out at the relevant time;
 - (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017 or, if earlier, on 30 June 2017, unless such authority is renewed prior to such time; and
 - (e) the Company may enter into contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contracts will or may be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares pursuant to any such contracts.
17. THAT a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.
18. THAT the Articles of Association, in the form produced to the meeting and signed by the chairman of the meeting for the purposes of identification, be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

By order of the Board



Adrian Bushnell
Company Secretary

16 March 2016

Notes

Attending the meeting and appointment of proxies

- (1) A shareholder entitled to attend and vote at the meeting may attend in person or appoint another person as their proxy to exercise all or any of their rights to attend, speak and, both on a show of hands and on a poll, to vote instead of them or it at the meeting and demand, or join in demanding, a poll. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder. The proxy appointed by a shareholder need not also be a shareholder and the appointment of a proxy does not preclude a shareholder from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof. Shareholders, their proxies and other persons wishing to attend the meeting will be asked to identify themselves and register on arrival at the place where the meeting is to be held and to submit to such searches or other security arrangements or restrictions as the directors shall consider appropriate in the circumstances; those intending to attend the meeting are asked to arrive at the place where the meeting is to be held at a time before the time of the meeting which allows reasonable time to comply with these procedures. Each shareholder attending the meeting is requested to bring the personalised Attendance Card attached to the proxy form or print the attendance slip available at www.investorcentre.co.uk/eproxy.
- (2) In the case of joint shareholders, the vote of the first named in the register of members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
- (3) To be valid, a proxy form and the original (or a certified true copy) of any power of attorney or other authority under which the proxy form is signed must be deposited at the office of the Registrar, at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 11.00am on Tuesday 3 May 2016 (or, in the event of an adjournment, the time which is 48 hours before the adjourned meeting). A proxy form for use by the shareholder named in it accompanies this Notice of Annual General Meeting.
- (4) Alternatively, shareholders may also complete the proxy form online at www.investorcentre.co.uk/eproxy by following the instructions on the proxy form or, if you have registered for the electronic shareholders' communications service, on the email sent to you by the Company.
- (5) The right to vote at the meeting (or any adjourned meeting) is determined by reference to the register of members. Under Regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders included in the register of members of the Company at the close of business on Tuesday 3 May 2016 (or, in the event of an adjournment, the close of business on the date which is 48 hours before the time of the adjourned meeting) are entitled to attend or vote at the meeting in respect of the shares registered in their names at that time. Changes to entries on the register after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the meeting (or adjourned meeting).

CREST members

- (6) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST manual. CREST personal members, sponsored CREST members and CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action for them.
- (7) To complete a valid proxy appointment or instructions using the CREST service, the CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specification and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted and received by the Registrar 48 hours before the time fixed for the meeting (or any adjournment thereof). The time of receipt of the instruction will be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the proxy another way.
- (8) CREST members and, where applicable, their CREST sponsors or voting service provider(s), should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will apply to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to ensure that his CREST sponsor or voting service provider(s) take(s)) the necessary action to ensure that the message is transmitted by means of the CREST system by a particular time. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should refer to the sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (9) The Company may treat a CREST Proxy Instruction as invalid as set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

- (10) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

Nominated persons

- (11) The above statement as to proxy rights does not apply to a person who receives this Notice of Annual General Meeting as a person nominated to enjoy 'information rights' under section 146 of the Companies Act 2006 (the 'Act'). If you have been sent this Notice of Annual General Meeting because you are such a nominated person, the following statements apply: (a) you may have a right under an agreement between you and the shareholder of the Company by whom you were nominated to be appointed or to have someone else appointed as a proxy for this general meeting; and (b) if you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to that shareholder as to the exercise of voting rights.
- (12) If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee to deal with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.

Shareholder information

- (13) A copy of this Notice of Annual General Meeting, and the other information required by section 311A of the Companies Act 2006, can be found at www.ladbrokeplc.com/investors.

Shareholder questions

- (14) Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting, but no answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Proposal of resolution

- (15) Under section 338 and section 338A of the Act, shareholders meeting the threshold requirements in those sections have the right to require the Company: (a) to give, to shareholders of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (b) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 23 March 2016, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Shareholder's statement of audit concerns

- (16) Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006 (the 'Act'), the Company may be required to publish on its website www.ladbrokeplc.com, a statement setting out any matter such shareholders propose to raise at the Annual General Meeting relating to:
- (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
 - (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on its website.

Issued share capital

- (17) As at 14 March 2016 (the latest practicable date prior to the publication of this Notice of Annual General Meeting) the Company's issued share capital, including treasury shares, consisted of 1,050,149,478 ordinary shares of 28½p ('Shares'), of which 31,760,568 Shares were held in treasury, the voting rights of which are automatically suspended. Accordingly, the total number of voting rights in the Company as at 14 March 2016 was 1,018,388,910.

Inspection of documents

- (18) The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding public holidays), and on the date of the Annual General Meeting when they will be available for inspection at Deutsche Bank AG, Winchester House, 1 Great Winchester Street, London EC2N 2DB at least 15 minutes prior to the meeting and during the meeting:
- (a) copies of the service contracts and letters of appointment of the directors of the Company; and
 - (b) a copy of the Articles of Association in the amended form as proposed in resolution 18.

The Articles of Association in the amended form as proposed in resolution 18 will also be available for inspection at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY until the conclusion of the Annual General Meeting.

Shareholder communications

- (19) You may not use any electronic address provided either in this Notice of Annual General Meeting or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.
- (20) Any queries should be directed to the Company's registrar, Computershare, on +44 (0)370 702 0127.

Explanation of the business to be considered at the 2016 Annual General Meeting

All resolutions will be proposed as ordinary resolutions, except for resolutions 15,16, 17 and 18 which will be proposed as special resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. For a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Report and Accounts

The Company is required by law to put the reports of the directors and auditor and the accounts of the Company before the meeting. Shareholders are invited to vote to receive and adopt the Annual Report and Accounts 2015.

Resolutions 2: Directors' remuneration report

Resolution 2 seeks approval for the Directors' remuneration report, which is set out on pages 63 to 71 of the Annual Report and Accounts 2015.

Resolution 3: Declaration of a final dividend

The directors recommend the payment of a final dividend of 2.0 pence on each of the ordinary shares entitled thereto. The 2015 final dividend, together with the 2015 interim dividend of 1.0 pence, gives a total 2015 dividend of 3.0 pence. Subject to shareholders' approval, the final dividend is expected to be paid on 12 May 2016 to shareholders who are on the register of members at the close of business on 29 March 2016.

Resolutions 4 to 10: Appointment and re-appointment of directors

Under the Company's Articles of Association, a director is required to retire and stand for appointment if the director has been appointed by the Board since the last Annual General Meeting. Accordingly, Jim Mullen and Mark Pain will be offering themselves for appointment by shareholders.

In accordance with provision B.7.1 of the UK Corporate Governance Code, all other current directors will be retiring voluntarily and offering themselves for re-appointment by shareholders.

In 2015, a Board performance evaluation was conducted which included an assessment of the individual directors' performance. The assessment found that each director continues to be effective and demonstrates the commitment required to continue in his or her present role, including commitment of time for Board and Committee meetings. The Board has determined that all of the non-executive directors remain independent in character and judgement. Biographical details of all directors subject to appointment or re-appointment by shareholders can be found in Appendix 1 on pages 10 and 11.

Resolutions 11 and 12: Re-appointment and remuneration of auditor

The Company is required by law to re-appoint the auditor at the Annual General Meeting. Resolution 11 seeks approval for the re-appointment of PricewaterhouseCoopers LLP as the Company's auditor until the conclusion of the next meeting at which accounts are presented to shareholders. Resolution 12 authorises the directors to agree the auditor's remuneration.

Resolution 13: Political donations

It is the Company's policy not to make what are commonly regarded as donations to political parties and it is not intended to change that policy. The Companies Act 2006 includes very broad definitions of political donations and expenditure which may have the effect of covering a number of normal business activities that would not commonly be thought to be donations to political parties. These could include support for bodies engaged in law reform or government policy review, involvement in seminars and functions that may be attended by politicians and job exchanges between industry and government.

The directors consider that it would be prudent to obtain shareholder approval to incur a total expenditure of £50,000 to cover all these activities. The authority will expire on the date of the Annual General Meeting of the Company to be held in 2017, or, if earlier, on 30 June 2017.

There has been no expenditure under the authority obtained at the 2015 Annual General Meeting of the Company.

Resolution 14: Authority to allot shares

Shareholders are being asked to give the directors a general authority to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company. On this occasion: (a) the authority is to allot up to a maximum nominal amount of £96,181,163 representing 339,462,968 ordinary shares (one-third of the Company's ordinary share capital in issue (excluding treasury shares) as at 14 March 2016 (the latest practicable date prior to the publication of this document)); and (b) in addition, but only in connection with a rights issue of equity securities, up to a further maximum nominal amount of £96,181,163 representing 339,462,968 ordinary shares (one-third of the Company's ordinary share capital in issue (excluding treasury shares) as at 14 March 2016 (the latest practicable date prior to the publication of this document)).

The authority will lapse at the conclusion of the Annual General Meeting of the Company to be held in 2017, or, if earlier, on 30 June 2017. The directors have no present intention of exercising the authority except in connection with the Company's employee share schemes.

As at 14 March 2016 (the latest practicable date prior to the publication of this document), the Company held 31,760,568 treasury shares, which represented approximately 3.12% of the Company's issued share capital (excluding treasury shares), which the Company can cancel or hold for sale for cash or use to meet the obligations under the Company's employee share schemes.

Explanation of the business to be considered at the 2016 Annual General Meeting continued

Resolution 15: Disapplication of shareholders' statutory pre-emption rights

Shareholders are being asked to pass a resolution to empower the directors to allot equity securities, or sell treasury shares, for cash as if section 561(1) of the Companies Act 2006 (which gives shareholders certain pre-emption rights on the issue of shares or convertible securities) did not apply to any such allotment. The authority allows the issue or sale of ordinary shares on rights issues and other issues pro-rata to existing entitlements (treasury shares are ignored when calculating pro-rata entitlements), and also allows issues or sales for cash limited to shares having an aggregate nominal amount of £29,754,231, representing 105,014,945 ordinary shares (10% of the Company's ordinary share capital in issue (including treasury shares) as at 14 March 2016 (the latest practicable date prior to the publication of this document) respectively).

On 12 March 2015, the Pre-Emption Group issued a revised Statement of Principles which stated that, in addition to the standard annual disapplication of pre-emption rights up to a maximum equal to 5% of the issued share capital, the Pre-Emption Group is now supportive of extending the general disapplication authority for certain purposes. In line with the revised Statement of Principles, the Company is therefore seeking approval for the disapplication of pre-emption rights up to a maximum equal to 10% of the issued share capital of the Company. The directors confirm their intention that the additional authority (equal to 5% of the issued share capital) will only be used to fund one or more acquisitions or specified capital investments, as referred to in the revised Statement of Principles. In accordance with the Statement of Principles regarding cumulative usage of authorities within a rolling three-year period, the directors also confirm their intention that (except in relation to an issue pursuant to the additional 5% referred to above) no more than 7.5% of the issued share capital will be issued for cash on a non-pre-emptive basis during any rolling three-year period without prior consultation with shareholders.

This authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2017 or, if earlier, on 30 June 2017.

Resolution 15 will be proposed as a special resolution.

Resolution 16: Purchase of own shares

Shareholder approval is being sought for a general authority for the Company to make market purchases of its own shares. The authority in respect of 101,838,891 ordinary shares (10% of the Company's ordinary share capital in issue (excluding treasury shares) as at 14 March 2016 (the latest practicable date prior to the publication of this document)) will run until the conclusion of the Annual General Meeting of the Company to be held in 2017 or, if earlier, 30 June 2017. The resolution specifies the maximum and minimum prices at which shares may be bought. There is no present intention to purchase shares and, if granted, the directors will exercise this authority only when to do so would be in the best interests of shareholders generally and was expected to result in an improvement in earnings per share. Shares purchased under this authority become treasury shares which the Company can cancel or hold for sale for cash or use to meet obligations under the Company's employee share schemes.

The total number of ordinary shares which may be issued on the exercise of outstanding options as at 14 March 2016 (the latest practicable date prior to the publication of this document) is 17,985,637, representing 1.77% of the Company's issued share capital (excluding treasury shares) at that date. If the full authority to purchase shares (both the existing authority and that sought at the 2016 Annual General Meeting) was used then the proportion of ordinary shares subject to outstanding options would represent 2.18% of the Company's issued share capital (excluding treasury shares) as at 14 March 2016.

Resolution 16 will be proposed as a special resolution.

Resolution 17: Notice of shareholder meetings

The notice period required for shareholder meetings of the Company is normally 21 days but shareholder meetings (other than Annual General Meetings) can be convened on 14 days' notice if shareholders' approval is obtained and the requirements for electronic voting under the Companies Act 2006 are met.

The directors believe that the Company should have the flexibility to convene a shareholders' meeting as quickly as the law allows. However, in accordance with The Pensions and Lifetime Saving Association's guidance, this authority will not be used routinely and 21 days' notice will always be given unless the circumstances justify shorter notice. Accordingly shareholders are being asked to agree that a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice. The authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2017, or, if earlier, on 30 June 2017.

Resolution 17 will be proposed as a special resolution.

Resolution 18: Adoption of new Articles of Association

It is proposed that the Company adopt new Articles of Association to take into account the changes outlined below.

Amendment to Article 32.2

Under Article 32.2 of the Company's current Articles of Association, the total amount that the directors shall be entitled to receive from the Company by way of fees for their services as directors of the Company shall not exceed £350,000 in any financial year. This limit under Article 32.2 is the maximum aggregate amount the Company can pay in basic fees to its directors, excluding fees paid for additional services provided to the Company, which includes fees paid for acting as Chairman of the Company or as a chairman of the Board's Committees. This limit was last increased in 2006 and cumulative increases in the level of basic fees paid to non-executive directors since 2006 means that the current maximum that can be paid to directors is no longer appropriate. Approval is therefore being sought to increase this limit from £350,000 to £600,000.

Article 32.2 of the Company's Articles of Association shall therefore, on adoption of the new Articles of Association, state that "A director is entitled to such remuneration as the directors determine for his or her services to the company as a director. The total amount that the directors shall be entitled to receive from the company by way of fees for their services as directors of the company shall not exceed £600,000 in any financial year or such greater sum as shall be determined from time to time by the company in general meeting. Unless the directors decide otherwise, such remuneration accrues from day to day."

The Company does not anticipate any significant increase to the fees paid to non-executive directors, nor any changes or further increases to the size of the Board, and the amendment is being sought to maintain flexibility.

Deletion of Article 63

Under the Small Business, Enterprise and Employment Act 2015, the Companies Act 2006 will be amended to prohibit the creation of bearer shares (which includes share warrants) with effect from 26 May 2015. Article 63 in the current Articles of Association, which relates to share warrants, will therefore be deleted upon adoption of the new Articles of Association.

Resolution 18 will be proposed as a special resolution.

Appendix 1 – Biographies for the directors subject to appointment or re-appointment

Jim Mullen (45)

Chief Executive Officer

Jim was appointed as Chief Executive Officer in April 2015 and a director on 7 May 2015.

Skills and experience: Jim's extensive experience in the gaming and betting industry, particularly online gaming, brings valuable insight to lead the Group and implement the strategy to grow our recreational customer base and build scale.

Career experience: Joined Ladbrokes in November 2013 as Managing Director of the Digital business. Prior to joining Ladbrokes, Jim was Chief Operating Officer for William Hill's Digital operations for three years and held senior positions at the Murray Group, Arc Worldwide and News International where he was Director of Digital Strategy.

Other roles: None.

Mark Pain (54)

Independent Non-Executive Director

Mark was appointed as Independent Non-Executive Director on 3 December 2015. He is Chairman of the Audit Committee and a member of the Nomination Committee.

Skills and experience: Mark brings a range of skills and experience in financial management, strategic planning, business leadership and change. He also has over 17 years' experience as a board director in a number of sectors.

Career experience: Held senior executive and board positions at Abbey National plc, was Group Finance Director of Barratt Developments PLC and has also been a Non-Executive Director on the boards of LSL Property Services plc, Punch Taverns plc and Spirit Pub Group plc.

Other roles: Chairman and a non-executive of London Square Developments Limited, Senior Independent Director of Johnston Press Plc, a Non-Executive Director at Yorkshire Building Society and Aviva Insurance Ltd and a Trustee of Somerset House.

John Kelly OBE (68)

Chairman

John was appointed as Senior Independent Non-Executive Director in September 2010, and subsequently as Chairman in December 2015. He is Chairman of the Nomination Committee and a member of the Remuneration Committee.

Skills and experience: John brings extensive experience from the gaming and betting industry having previously been a Board member of a number of betting companies. With over 30 years' experience as a director in a wide range of leisure companies, John also has a wealth of experience to draw from in his role as Chairman and leader of the Board.

Career experience: Founder and Chief Executive of Gala Coral Group having led a management buy-in from Bass Plc in 1997 and subsequently became Chairman. After founding Gala Coral, he was a Board member at Mecca Leisure Limited, the Chairman of Trainline.com and Chairman of Novus Leisure Limited. He was also a Board member of The Prince of Wales' Business in the Community Charity.

Other roles: Chairman of Kings Park Capital LLP Advisory Board and Kings Park Capital LLP Investment Committee and co-founder of Dunelmia Partners LLP.

Christine Hodgson (51)

Senior Independent Non-Executive Director

Christine was appointed as Independent Non-Executive Director in May 2012 and as Senior Independent Non-Executive Director in December 2015. She is a member of the Audit Committee, Nomination Committee, Remuneration Committee and Social Responsibility Committee.

Skills and experience: Christine has extensive experience in business leadership, finance, accounting and technology having worked in a number of international organisations. This brings valuable experience to Board and Committee discussions.

Career experience: Christine was a senior manager at Coopers & Lybrand and the Corporate Development Director of Ronson plc before joining Capgemini, where she has held various UK and global roles including CEO of Technology Services North West Europe and CFO of Global Outsourcing.

Other roles: Chairman of Capgemini UK and Non-Executive Director of Standard Chartered PLC. Christine is a Board member of The Prince of Wales' Business in the Community Charity and sits on the Audit Committee of The Queen Elizabeth Diamond Jubilee Trust.

Sly Bailey (54)**Independent Non-Executive Director**

Sly was appointed as Independent Non-Executive Director in November 2009. She is Chairman of the Social Responsibility Committee and a member of the Nomination Committee and Remuneration Committee.

Skills and experience: Sly brings extensive skills and experience in media, marketing and sales along with broad business experience gained as both a senior executive and non-executive director in various public and private companies and charitable organisations. She also has experience as a director in the successful sale and purchase of a number of businesses.

Career experience: Chief Executive of Trinity Mirror plc and Non-Executive Director and Chairman of the Remuneration Committee of the Press Association. Sly also held senior positions with IPC Media Limited, including Chief Executive, and was also Senior Independent Director and Remuneration Committee Chairman of EMI plc, Non-Executive Director of Littlewoods Plc, President of NewstrAid and Governor of the English National Ballet School.

Other roles: Non-Executive Director of Greencore Group plc and the London Real Estate Exchange.

David Martin (64)**Independent Non-Executive Director**

David was appointed as Independent Non-Executive Director in October 2013. He is Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.

Skills and experience: David has a wealth of experience leading and building a highly successful major pan-European growth business from a strong UK base in regulated and non-regulated markets, involving multiple M&A activity, change management in labour intensive operations and contract and stakeholder management across many differing cultures.

Career experience: Chief Executive of Arriva plc, having previously been Deputy Chief Executive and Group Managing Director of its International business. David joined Arriva plc on its acquisition of British Bus plc and became a Board member. He was previously involved in the acquisition of National Express and subsequent management buy-outs leading to the creation of British Bus Group Limited. Prior to joining the bus industry, he held various senior financial positions, including Financial Director of Holyhead Group.

Other roles: Director of Arriva plc.

Richard Moross (38)**Independent Non-Executive Director**

Richard was appointed as Independent Non-Executive Director in May 2012. He is a member of the Nomination Committee and Remuneration Committee.

Skills and experience: Richard is a digital entrepreneur and brings over 15 years of digital industry experience. Having worked in the London technology sector since 2000, Richard has been featured in the 'Wired 100' and 'Media Guardian 100' lists, was named amongst the Telegraph Newspaper's '1,000 Most Powerful People in British Business', and was ranked in the Guardian Newspaper's top 10 most influential people in digital media.

Career experience: Founder of Moo.com. Prior to this, he worked for the design company, Imagination, sorted.com and the BBC.

Other roles: Chief Executive of Moo.com, a member of the Government's Tech City Advisory Group, the Young Presidents Organisation and the International Academy of Digital Arts and Sciences.

Notes for shareholders attending the meeting

Location

The Annual General Meeting will be held at Deutsche Bank AG, Winchester House, 1 Great Winchester Street, London EC2N 2DB. Please only use the main entrance on Great Winchester Street.



The nearest underground stations are Liverpool Street, Moorgate and Bank. There is no car park at Deutsche Bank AG.

Schedule

- 10.00am Registration commences and tea, coffee and biscuits will be available. You should allow 10 to 15 minutes for registration formalities.
 - 10.45am Auditorium doors open.
 - 11.00am Annual General Meeting commences.
- Following the conclusion of the meeting, a light sandwich lunch will be provided.

Registration

Upon arrival, please go to the registration desk. Please bring your attendance card/slip with you.

Security

Security staff will be on duty to assist shareholders. The Company will not permit behaviour that may interfere with another person's security, safety or the good order of the meeting.