



PERSIMMON PLC

ANNUAL GENERAL MEETING 2009 CIRCULAR

This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, you should immediately consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other independent adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in Persimmon Plc, you should immediately forward this document and the accompanying Proxy Form to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



(Incorporated and registered in England no: 1818486)

Registered Office:
Persimmon House
Fulford
York
YO19 4FE

Directors:

John White (Group Chairman)
Mike Farley (Group Chief Executive)
Mike Killoran (Group Finance Director)
David Bryant (Group Development Director)
Hamish Leslie Melville (Non-executive Director)
David Thompson (Senior Independent Director)
Neil Davidson (Non-executive Director)
Nicholas Wrigley (Non-executive Director)
Richard Pennycook (Non-executive Director)

23 March 2009

To the holders of Ordinary Shares

Dear Shareholder

Annual General Meeting 2009

You will find enclosed with this letter a notice convening the Annual General Meeting of the Company ('Notice of Meeting') to be held at 12 noon on Thursday 23 April 2009 in the Dante Suite at York Racecourse, Knavesmire Road, York YO23 1EX. The ordinary resolutions 1 to 7 relate to the routine business of the Annual General Meeting. Resolutions 8 to 11 relate to special business. The resolutions are summarised and explained below.

Report and Accounts Resolution 1

Resolution 1 is to receive and adopt the Directors' and Auditors' Reports and Financial Statements for the year ended 31 December 2008.

Directors' Remuneration Report Resolution 2

In accordance with the Directors' Remuneration Report Regulations 2002, shareholders are being asked in resolution 2 to approve the Directors' Remuneration Report for the year ended 31 December 2008. Full details of the Directors' remuneration during 2008 and details of the remuneration policy are disclosed in the Directors' Remuneration Report, which is on pages 28 to 34 of the Annual Report 2008.

Re-election of Directors Resolutions 3 to 6

John White, David Thompson, Hamish Leslie Melville and Nicholas Wrigley all retire as Directors in accordance with the Company's Articles of Association and are standing for re-election. Biographies of each of these Directors may be found on page 23 of the Annual Report 2008.

David Thompson and Hamish Leslie Melville have served on the Board in excess of nine years. The Directors' reasons for supporting Mr Thompson's and Mr Leslie Melville's re-election are set out in the Corporate Governance Report, which is on pages 35 to 37 of the Annual Report 2008.

Hamish Leslie Melville has informed the Board that he will not thereafter be seeking re-election as he intends to retire as a non-executive Director of the Company at the Annual General Meeting in 2010.

Re-appointment of Auditors Resolution 7

Resolution 7 is for the re-appointment of KPMG Audit Plc as auditors of the Company and to authorise the Directors to determine their remuneration.

Authority for the Company to purchase its own shares Resolution 8

The Directors consider it would be beneficial for the Company to continue to have the power to purchase its own Ordinary Shares of 10p each ('Ordinary Shares') in certain circumstances. The current authority expires at the conclusion of the 2009 Annual General Meeting. If the authority were to be renewed and exercised, the Company would be able to purchase Ordinary Shares and either cancel them (so reducing the total number of Ordinary Shares in issue) or hold them as treasury shares if the Ordinary Shares were purchased out of distributable profits, subject to certain limitations.

Treasury shares themselves may be cancelled, sold for cash or transferred for the purposes of the Company's employee share schemes. All rights attaching to Ordinary Shares, including voting rights and the right to receive dividends, are suspended while they are held in treasury.

Resolution 8, which will be proposed as a special resolution, authorises the Directors to purchase up to a maximum of 30,018,769 Ordinary Shares, being 10% of the issued share capital of the Company (excluding treasury shares) as at 16 March 2009 (being the latest practical date to ascertain the issued share capital of the Company prior to the posting of this letter).

The maximum price per Ordinary Share payable on the exercise of the authority shall not be more than the higher of either 5% above the average middle market quotations for the Ordinary Shares as derived from the London Stock Exchange plc Daily Official List for the five business days prior to making any purchase or, the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out.

The minimum price payable shall be 10p per Ordinary Share, being the nominal value of an Ordinary Share. For this purpose, both the maximum and minimum prices permitted are to be paid exclusive of any expenses payable by the Company.

The authority would expire at the conclusion of the Annual General Meeting held in 2010. It is envisaged that the Directors will continue to seek renewal of the authority annually.

The Directors will only implement purchases of Ordinary Shares if, after careful consideration, they are satisfied that such purchases are in the best interests of the Company and its shareholders generally and would result in an increase in expected earnings per share. If such purchases are made, to the extent the purchased shares are held as treasury shares, any increase in earnings per share might only be temporary, depending on whether the shares in question are cancelled or sold or transferred out of treasury. Furthermore, account will be taken of the overall financial implications for the Company.

As at 16 March 2009 options and awards to acquire Ordinary Shares granted under the Company's employee share schemes were outstanding over a total of 4,696,905 Ordinary Shares, being equivalent to 1.6% of the issued share capital of the Company (excluding treasury shares) at that date. If the Directors were granted this authority to purchase Ordinary Shares and were to use it in full and subsequently cancelled such Ordinary Shares, the outstanding options and awards would be equal to 1.7% of the then issued share capital of the Company (excluding treasury shares).

Authority to allot shares and disapply pre-emption rights Resolutions 9 and 10

Resolution 9, which will be proposed as an ordinary resolution, renews the Directors' authority to allot shares up to an aggregate nominal amount of £6,240,856 representing approximately 20.8% of the issued share capital of the Company as at 16 March 2009 (excluding treasury shares). As at 16 March 2009 there were a total of 2,403,740 shares held in treasury, representing 0.8% of the issued share capital of the Company (excluding treasury shares). The Directors have no present intention of using the authority given to allot further shares.

Resolution 10, which will be proposed as a special resolution, renews the Directors' power to allot shares for cash for up to 5% of the nominal value of the issued share capital of the Company, being in aggregate a nominal amount of £1,512,957 as at 16 March 2009, without first offering such shares to existing shareholders. This authority will also include any sale of treasury shares. This special resolution also enables the Company, in the event of a rights issue or open offer, to overcome certain practical difficulties which may arise in connection with fractional entitlements, or in respect of overseas shareholders as a result of local laws and which prevent shares from being issued on a strict pro rata basis.

These authorities would expire at the conclusion of the Annual General Meeting held in 2010.

Notice period for general meetings Resolution 11

A special resolution will be proposed to approve the holding of general meetings, other than Annual General Meetings, on 14 days' notice. Although the Company's Articles of Association currently permit this, regulations are due to come into force on 3 August 2009 to implement the Shareholder Rights Directive in the UK which, as currently drafted, will require the passing of a shareholder resolution to authorise such notice. Without the passing of this special resolution, the minimum notice period under the current draft of the regulations would be 21 days.

Recommendation and action to be taken

Shareholders are urged to complete a Proxy Form and return it to the Company's registrars, Computershare Investor Services PLC, either by post to The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by the internet at www.eproxyappointment.com. Your completed proxy form must be lodged with the registrars by 12 noon on 21 April 2009.

The return of a Proxy Form will not prevent a shareholder from attending the Annual General Meeting and voting in person if he is entitled to do so and so wishes.

The Directors consider that the above proposals are in the best interests of the Company and its shareholders as a whole. The Directors recommend shareholders vote in favour of the resolutions set out in the Notice of Meeting, as they intend to do in respect of their own beneficial holdings, which as at 16 March 2009 amounted to 4,290,707 shares (1.4% of the issued share capital, excluding treasury shares).

As at 16 March 2009 the issued share capital of the Company was 302,591,431 Ordinary Shares of which 2,403,740 Ordinary Shares are held in treasury. The total number of voting rights in the Company is therefore 300,187,691.

Yours faithfully

John White

Group Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 25th Annual General Meeting of Persimmon Plc will be held in the Dante Suite, York Racecourse, Knavesmire Road, York, YO23 1EX on Thursday 23 April 2009 commencing at 12 noon for the following purposes:

Routine Business

- 1) To receive and adopt the Directors' and Auditors' Reports and Financial Statements for the year ended 31 December 2008.
- 2) To approve the Directors' Remuneration Report for the year ended 31 December 2008.
- 3) To re-elect John White as a Director as he retires and is offering himself for re-election.
- 4) To re-elect David Thompson as a Director as he retires and is offering himself for re-election.
- 5) To re-elect Hamish Leslie Melville as a Director as he retires and is offering himself for re-election.
- 6) To re-elect Nicholas Wrigley as a Director as he retires and is offering himself for re-election.
- 7) To re-appoint KPMG Audit Plc as auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.

Special Business

- 8) To pass the following as a Special Resolution:
That pursuant to the authorities contained in its Articles of Association the Company is granted general and unconditional authority for the purposes of Section 166 of the Companies Act 1985 (the '1985 Act') to make market purchases (within the meaning of Section 163(3) of the 1985 Act) of ordinary shares of 10p each in its capital ('Ordinary Shares') provided that:
 - (a) this authority shall be limited so that the number of Ordinary Shares which may be acquired pursuant to this authority does not exceed an aggregate of 30,018,769 Ordinary Shares and unless previously revoked, shall expire at the conclusion of the Annual General Meeting to be held in 2010 (except in relation to the purchase of Ordinary Shares the contract for which was concluded before the date of the expiry of the authority and which would or might be completed wholly or partly after such date); and
 - (b) the maximum price which may be paid per Ordinary Share shall not be more than the higher of either, 5% above the average of the market value per Ordinary Share as derived from the London Stock Exchange plc Daily Official List for the five business days immediately preceding the date on which the purchase is made, or the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out and the minimum price which may be paid for an Ordinary Share shall not be less than 10p (the maximum and minimum prices being exclusive of expenses).
- 9) To pass the following as an Ordinary Resolution:
That the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the '1985 Act') to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the 1985 Act) up to an aggregate nominal amount of £6,240,856 to such persons and upon such conditions as the Directors may determine, such authority to expire on the conclusion of the Annual General Meeting to be held in 2010 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement, as if the authority conferred hereby had not expired.
- 10) To pass the following as a Special Resolution:
That, subject to the passing of Ordinary Resolution 9 above, the Directors of the Company are empowered pursuant to Section 95(1) of the Companies Act 1985 (the '1985 Act') in substitution for any previous power conferred on the Directors pursuant to that section to allot equity securities pursuant to the authority conferred by Ordinary Resolution 9 above as if Section 89(1) of the 1985 Act did not apply to such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue and so that for this purpose 'rights issue' means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory; and
 - (b) the allotment (otherwise than pursuant to the authority contained in sub-paragraph (a) above) of equity securities up to the aggregate nominal amount of £1,512,957;

Notice of Annual General Meeting (continued)

and the authority shall expire on the conclusion of the Annual General Meeting to be held in 2010 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

For the purposes of this Special Resolution, the expression 'equity securities' and references to the allotment of equity securities shall respectively have the meanings given to them in Section 94 of the 1985 Act and to the extent the power conferred by this Special Resolution shall apply to a sale of shares which by virtue of Section 94(3A) of the 1985 Act is an allotment of equity securities, the words 'pursuant to the authority conferred by Ordinary Resolution 9 above' in the preamble shall be deemed to be omitted.

11) To pass the following as a Special Resolution:

That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2010.

By order of the Board

Neil Francis
Group Company Secretary

Registered Office:
Persimmon House
Fulford
York YO19 4FE

23 March 2009

Notes:

- 1) To attend and vote at the Annual General Meeting a shareholder must be entered on the relevant register of members (the 'Register') for certificated or uncertificated shares of the Company (as the case may be) by 6.00 pm on 21 April 2009 (the 'Specified Time'). Changes to entries on the Register after the Specified Time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting. If the Annual General Meeting is adjourned, the time by which a person must be entered on the Register in order to have the right to attend or vote at the adjourned meeting is 48 hours before the time fixed for the adjourned meeting or if the Company gives notice of the adjourned Annual General Meeting, at the time specified in the notice.
- 2) Any shareholder of the Company who is entitled to attend, speak and vote at the meeting may appoint one or more proxies to attend, speak and vote on his behalf provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company. To be valid, a Proxy Form (or electronic appointment of a proxy) must be completed and lodged with the Company's registrars not less than 48 hours before the time fixed for the Annual General Meeting. Completion and return of the Proxy Form will not prevent a member from attending the meeting or any adjournment thereof and voting in person if he is entitled to do so and so wishes.
- 3) You may use the Proxy Form issued to you which should be returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. Alternatively you may appoint a proxy electronically. If you wish to submit your Proxy Form via the internet, you will need an internet enabled PC with Internet Explorer 4 or Netscape 4 or above. You will also need your Control Number, Shareholder Reference Number (SRN) and Personal Identification Number (PIN) which are printed on the Proxy Form to access the service.

To appoint a proxy via the internet you should log on to the registrars' website at www.eproxyappointment.com. You will be asked to agree to the terms and conditions for electronic proxy appointment. It is important that you read these terms and conditions as they set out the basis on which proxy appointment via the internet shall take place.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting to be held on 23 April 2009, by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those 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 appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK and Ireland (EUI)'s specifications and must contain the information required for such instructions, as described in the CREST Manual. The

message must be transmitted so as to be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and where applicable, their CREST sponsors or voting service provider(s) should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation 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 procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 4) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
 - 4.1) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll these corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
 - 4.2) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in 4.1 above.

- 5) Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him and the shareholder by whom he was nominated, have a right to be appointed (or have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of rights of members in relation to the appointment of proxies in Note 2 does not apply to Nominated Persons.
- 6) Copies of the terms of reference of the Nomination Committee, the Remuneration Committee and the Audit Committee are available on the Company's website www.persimmonhomes.com or on request in writing to the Company Secretary at the Company's registered office. Copies of each of the terms of reference will be available on the day of the Annual General Meeting at the place of the meeting for at least 15 minutes prior to and during the Annual General Meeting.
- 7) Copies of the executive Directors' service contracts and the letters of appointment of the Group Chairman and non-executive Directors will be available for inspection at the Company's registered office at Persimmon House, Fulford, York YO19 4FE and on the day of the Annual General Meeting at the place of the meeting for at least 15 minutes prior to and during the Annual General Meeting.
- 8) Biographical details of the Directors offering themselves for re-election can be found on page 23 of the Annual Report 2008.
- 9) Members attending the Annual General Meeting should be appropriately and smartly dressed.

