



# ANNUAL GENERAL MEETING 2011 CIRCULAR

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## **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.

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## Directors:

**John White** (Group Chairman)**Mike Farley** (Group Chief Executive)**Mike Killoran** (Group Finance Director)**Jeff Fairburn** (North Division Chief Executive)**David Thompson** (Senior Independent Director)**Neil Davidson** (Non-executive Director)**Nicholas Wrigley** (Non-executive Director)**Richard Pennycook** (Non-executive Director)**Jonathan Davie** (Non-executive Director)**To the holders of Ordinary Shares**

Dear Shareholder

**Annual General Meeting 2011**

You will find enclosed with this letter a notice convening the Annual General Meeting of the Company ('AGM Notice') to be held at 12 noon on Thursday 21 April 2011 at York Racecourse, Knavesmire Road, York YO23 1EX. The ordinary resolutions 1 to 12 relate to the routine business of the Annual General Meeting. Resolutions 13 to 16 relate to special business. The resolutions are summarised and explained below.

**Report and Accounts and Declaration of a Dividend: Resolutions 1 and 2**

The first item on the AGM Notice is to receive and adopt the Directors' and Auditor's Reports and Financial Statements for the year ended 31 December 2010. Resolution 2 is to declare a final dividend of 4.5p per ordinary share, as recommended by the Directors. The dividend will be payable on 14 June 2011 to shareholders on the Register on 6 May 2011.

A Dividend Re-Investment Plan (DRIP) is available, which allows shareholders to increase their shareholding in an easy and convenient way. The DRIP is administered by the Company's registrars, Computershare Investor Services Plc. Details of how to register for the DRIP can be obtained from Computershare at their website [www.computershare.com/investors/uk](http://www.computershare.com/investors/uk) or by telephone on 0870 703 0178.

**Directors' Remuneration Report: Resolution 3**

In resolution 3 shareholders are being asked to approve the Directors' Remuneration Report for the year ended 31 December 2010. Details of the remuneration policy and full details of the Directors' remuneration during 2010 are disclosed in the Directors' Remuneration Report, which is on pages 37 to 43 of the Annual Report 2010.

**Re-election of Directors: Resolutions 4 to 11**

In accordance with the provisions of the UK Corporate Governance Code all of the Directors will retire at the Annual General Meeting and all are offering themselves for re-election, except for John White who, as announced earlier in the year, will be retiring from the Company. Resolutions 4 to 11 concern the retirement and re-election of the Directors. The Directors' reasons for supporting the re-election of Nicholas Wrigley, David Thompson, Neil Davidson, Richard Pennycook and Jonathan Davie (the non-executive Directors standing for re-election) are set out in the Corporate Governance statement, on page 30 of the Annual Report 2010.

Biographies of each of the Directors standing for re-election may be found on pages 28 and 29 of the Annual Report 2010.

**Re-appointment of Auditor: Resolution 12**

Resolution 12 is for the re-appointment of KPMG Audit Plc as auditor of the Company and to authorise the Directors to determine their remuneration.

### **Authority to Allot Shares and Disapply Pre-Emption Rights: Resolutions 13 and 14**

Resolution 13, which will be proposed as an ordinary resolution, is to renew the Directors' authority to allot shares up to an aggregate nominal amount of £10,029,025 representing 33.3% of the issued share capital of the Company as at 14 March 2011 (excluding treasury shares). As at 14 March 2011 there were a total of 1,419,508 shares held in treasury, representing 0.5% of the issued share capital of the Company (excluding treasury shares). The Directors have not allotted any shares under the authority granted last year and have no present intention of using the authority given to allot further shares, but would prefer to have the flexibility to do so, should the need arise.

Resolution 14, which will be proposed as a special resolution, is to renew 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 14 March 2011, 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 if granted, expire at the conclusion of the Annual General Meeting held in 2012.

### **Authority for the Company to Purchase Its Own Shares: Resolution 15**

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 2011 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 15, which will be proposed as a special resolution, authorises the Directors to purchase up to a maximum of 30,117,192 Ordinary Shares, being 10% of the issued share capital of the Company (excluding treasury shares) as at 14 March 2011 (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 if granted, expire at the conclusion of the Annual General Meeting held in 2012. 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, sold or transferred out of treasury. Furthermore, account will be taken of the overall financial implications for the Company.

As at 14 March 2011 options and awards to acquire Ordinary Shares granted under the Company's employee share schemes were outstanding over a total of 5,142,521 Ordinary Shares, being equivalent to 1.7% 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 1.9% of the then issued share capital of the Company (excluding treasury shares). This assumes no further equity issues or exercise of options take place.

### **Notice Period for General Meetings: Resolution 16**

A special resolution, Resolution 16 will be proposed to approve the holding of general meetings, other than Annual General Meetings, on 14 days' notice. The Companies Act 2006 provides that the notice period required for general meetings of the Company is 21 days, unless shareholders approve a shorter period, which cannot be less than 14 days. The Directors consider it would be beneficial to the Company to continue to have the ability to call general meetings on 14 days' notice and this authority would expire at the conclusion of the Annual General Meeting of the Company held in 2012. Annual General Meetings will continue to be held on at least 21 days notice.

**Recommendation and action to be taken**

Shareholders are encouraged to attend the Annual General Meeting and vote on the resolutions in person. If you are unable to attend the meeting, you 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](http://www.eproxyappointment.com). Your completed proxy form must be lodged with the registrars by noon on 19 April 2011.

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 AGM Notice, as they intend to do in respect of their own beneficial holdings, which as at 14 March 2011 amounted to 3,898,645 shares (1.3% of the issued share capital, excluding treasury shares).

As at 14 March 2011 the issued share capital of the Company was 302,591,431 Ordinary Shares of which 1,419,508 Ordinary Shares are held in treasury. The total number of voting rights in the Company is therefore 301,171,923.

Yours faithfully

**John White**  
Group Chairman

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 27th Annual General Meeting of Persimmon Plc will be held at 12 noon on Thursday 21 April 2011 at York Racecourse, Knavesmire Road, York YO23 1EX for the following purposes:

## **Routine Business**

- 1) To receive and adopt the Directors' and Auditor's Reports and Financial Statements for the year ended 31 December 2010.
- 2) To declare a final dividend of 4.5p per Ordinary Share.
- 3) To approve the Directors' Remuneration Report for the year ended 31 December 2010.
- 4) To re-elect Mike Farley as a Director as he retires and is offering himself for re-election.
- 5) To re-elect Mike Killoran as a Director as he retires and is offering himself for re-election.
- 6) To re-elect Jeff Fairburn as a Director as he retires and is offering himself for re-election.
- 7) To re-elect Nicholas Wrigley as a Director as he retires and is offering himself for re-election.
- 8) To re-elect David Thompson as a Director as he retires and is offering himself for re-election.
- 9) To re-elect Neil Davidson as a Director as he retires and is offering himself for re-election.
- 10) To re-elect Richard Pennycook as a Director as he retires and is offering himself for re-election.
- 11) To re-elect, Jonathan Davie as a Director as he retires and is offering himself for re-election.
- 12) To re-appoint KPMG Audit Plc as auditor of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.

## **Special Business**

- 13) 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 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to a maximum aggregate nominal amount of £10,029,025 to such persons at such times and upon such conditions as the Directors may determine, such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2012. This authority shall permit and enable the Company to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offers or agreements as if this authority had not expired.

- 14) To pass the following as a Special Resolution:

That, subject to the passing of Ordinary Resolution 13 above, the Directors of the Company are empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities pursuant to the authority conferred by Ordinary Resolution 13 above or by way of a sale of treasury shares as if section 561(1) of the 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 treasury shares, 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;

and the authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 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 'allotment of equity securities' respectively have the meanings given to them in section 560 of the Act.

15) 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 701 of the Companies Act 2006 (the 'Act') to make market purchases (within the meaning of section 693(4) of the 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 30,117,192 Ordinary Shares and unless previously revoked, shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 (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).

16) 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 2012.

By order of the Board

**Neil Francis**

Group Company Secretary

Registered Office:

Persimmon House

Fulford

York YO19 4FE

21 March 2011

**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 19 April 2011 (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. Should the Annual General Meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If the Annual General Meeting is adjourned for a longer period, 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 or her behalf provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder, but the proxy or proxies must attend the meeting in person. 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 (or electronic appointment of a proxy) will not prevent a member from attending the meeting or any adjournment thereof and voting in person if he is entitled to do so.
- 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 your Control Number, Shareholder Reference Number (SRN) and Personal Identification Number (PIN) which are printed on the Proxy Form.

To appoint a proxy via the internet you should log on to the registrars' website at [www.eproxyappointment.com](http://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. This electronic address is provided only for the purpose of communications relating to electronic appointment of proxies.

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 21 April 2011 and any adjournments of it, by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST members who have appointed 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 or instruction 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 Limited (EUI)'s specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). To be valid the message must be transmitted so as to be received by the Company'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 Company's agent 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 appointee through other means.

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 voting service provider(s), to procure that the member's 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) A shareholder entitled to attend and vote at the Annual General Meeting has the right to ask questions relating to the business being dealt with at the meeting. The Company must cause to be answered any such question but no answer need be given if to do so would interfere unduly with the preparation of the meeting, involve the disclosure of confidential information, or if it would be undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 5) Any person to whom this Notice is sent who is a person nominated under section 146 Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him or her and the shareholder by whom he or she 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 or she 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.corporate.persimmonhomes.com](http://www.corporate.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 from the date of this Notice until the time of the Annual General Meeting 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) As at 14 March 2011 the issued share capital of the Company was 302,591,431 Ordinary Shares carrying one vote each of which 1,419,508 Ordinary Shares are held in treasury. The total number of voting rights in the Company is therefore 301,171,923.
- 9) Any corporation which is a shareholder 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.
- 10) A copy of this Notice and other information required by section 311A Companies Act 2006 can be found at [www.corporate.persimmonhomes.com](http://www.corporate.persimmonhomes.com).
- 11) Under section 527 Companies Act 2006, members meeting the threshold requirement set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) 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 (ii) 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 Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 Companies Act 2006, 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 Companies Act 2006, to publish on a website.
- 12) You may not use any electronic address provided either in this Annual General Meeting Circular or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.
- 13) Members attending the Annual General Meeting should be appropriately and smartly dressed.

