

**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 your stockbroker, bank manager, solicitor, accountant or other independent financial advisor authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred your entire holding of Ordinary Shares in Persimmon Plc, you should immediately forward this document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

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2015  
ANNUAL GENERAL MEETING

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Notice of the Annual General Meeting of the Company to be held at York Racecourse, Knavesmire Road, York YO23 1EX at 12 noon on 16 April 2015 is set out at the end of this circular.



(Incorporated and registered in England no: 1818486)

Registered Office:  
Persimmon House  
Fulford  
York  
YO19 4FE

16 March 2015

Directors:

**Nicholas Wrigley** (Chairman)

**Jeff Fairburn** (Group Chief Executive)

**Mike Killoran** (Group Finance Director)

**Nigel Greenaway** (South Division Chief Executive)

**David Jenkinson** (North Division Chief Executive)

**Richard Pennycook** (Senior Independent Director)

**Jonathan Davie** (Non-Executive Director)

**Mark Preston** (Non-Executive Director)

**Marion Sears** (Non-Executive Director)

## To the holders of Ordinary Shares

Dear Shareholder

### Annual General Meeting 2015

You will find enclosed with this letter a notice convening the Annual General Meeting of the Company ('Notice') to be held at 12 noon on 16 April 2015 at York Racecourse, Knavesmire Road, York YO23 1EX. The Ordinary Resolutions 1 to 12 relate to the routine business of the AGM, and resolutions 13 to 16 relate to special business. The resolutions are summarised and explained below.

#### Report and Accounts: Resolution 1

The first item on the Notice is to receive and adopt the Directors' and Auditor's Reports and Financial Statements for the year ended 31 December 2014.

#### Directors' Remuneration: Resolution 2

Resolution 2 is to seek shareholders' approval for the Annual Report on Remuneration which is on pages 56 to 63 of the Annual Report 2014. The Annual Report on Remuneration sets out how the Directors were paid in the year to 31 December 2014 and how it is proposed to implement the approved Remuneration Policy in 2015. The shareholder vote on the Annual Report on Remuneration resolution will be advisory.

The Remuneration Policy was approved by shareholders at the AGM held in April 2014 and a summary of that policy is set out on pages 53 to 55 of the Annual Report 2014 but is not part of the Report on Remuneration subject to the shareholder vote. The full approved Remuneration Policy may be viewed on the Company's website at [corporate.persimmonhomes.com/investors](http://corporate.persimmonhomes.com/investors) in the Annual Report for 2013.

#### Election and Re-election of Directors: Resolutions 3 to 11

In accordance with the provisions of the UK Corporate Governance Code all of the Directors will retire at the AGM and offer themselves for re-election.

The Directors' reasons for supporting each of the Non-Executive Directors seeking re-election are set out in the Corporate Governance Statement on page 44 of the Annual Report 2014. Biographies of each of the Directors may be found on pages 42 and 43 of the same report. The Annual Report can be found on the Company's website at [corporate.persimmonhomes.com](http://corporate.persimmonhomes.com) in the Investors section.

#### Appointment of Auditor: Resolution 12

Resolution 12 is for the appointment of KPMG LLP as auditor of the Company and to authorise the Directors to determine the auditor's remuneration. As set out on page 51 of the Annual Report 2014, the Audit Committee recommends the re-appointment of KPMG LLP as auditor.

### **Authority to Allot Ordinary 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 Ordinary Shares up to an aggregate nominal amount of £10,217,375 representing one third of the issued share capital of the Company as at 11 March 2015, being the latest practicable date prior to the publication of this document. The Company holds no Ordinary Shares in treasury as at 11 March 2015. The Directors 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 £1,532,606 as at 11 March 2015, being the latest practicable date prior to the publication of this document, without first offering such shares to existing shareholders. This authority will also include the sale of any treasury shares. It is the intention of the Directors that the cumulative usage of the authority granted by this resolution within a rolling three-year period shall not exceed 7.5% of the Company's issued share capital without prior consultation with shareholders. This special resolution enables the Directors, 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 will, if granted, expire at the conclusion of the AGM to be held in 2016 or, if earlier, 1 July 2016.

### **Authority for the Company to Purchase its own Ordinary 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 in certain circumstances. The current authority expires at the conclusion of the 2015 AGM. 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 30,652,125 Ordinary Shares, being 10% of the issued share capital of the Company as at 11 March 2015, being the latest practicable date to ascertain the issued share capital of the Company prior to the publication of this document.

The maximum price per Ordinary Share payable on the exercise of the authority shall not be more than the higher of (1) 5% above the average of the middle market quotations for the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days prior to making any purchase, or (2) 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 10 pence 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 will, if granted, expire at the conclusion of the AGM held in 2016 or, if earlier, on 1 July 2016. 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. The Company may either retain any of its Ordinary Shares which it has purchased as treasury shares with a possible re-issue at a further later date, or cancel them. If such purchases are made, to the extent the purchased Ordinary Shares are held as treasury shares, any increase in earnings per share might only be temporary, depending on whether the Ordinary Shares in question are cancelled, sold or transferred out of treasury. Furthermore, account will be taken of the overall financial implications for the Company before any purchases of Ordinary Shares are implemented.

As at 11 March 2015, being the latest practicable date prior to the publication of this document, options and awards to acquire Ordinary Shares granted under the Company's employee share schemes were outstanding over a total of 27,576,085 Ordinary Shares, being equivalent to 9.0% of the issued share capital of the Company 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 10% of the then issued share capital of the Company. This assumes no further equity issues or exercise of options take place.

In any 10-year period the Company may not issue more than 10% of the issued share capital of the Company to satisfy option exercises under its employee share schemes. Options granted under employee share schemes may be satisfied by the issue of new Ordinary Shares, the transfer of treasury shares (both of which count towards the number issued in any 10-year period) or by Ordinary Shares purchased in the market.

The Directors have no present intention of exercising the authority to purchase the Company's Ordinary Shares but consider it would be beneficial for the Company to continue to have this power.

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

Resolution 16 will be proposed as a Special Resolution to approve the holding of general meetings, other than AGMs, on 14 days' notice. Under the Companies Act 2006 the minimum notice period for listed company general meetings is 21 days, but with an ability for companies to reduce this period to 14 days (other than for annual general meetings) provided that certain conditions are met.

One condition is that the company offers a facility for shareholders to vote by electronic means. This condition is met if a company offers a facility allowing members to appoint a proxy by means of a website. The Company provides this facility (please refer to 'Recommendation and Action to be Taken' below and note 3 of the Notice). The other condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 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. The Directors do not propose to utilise this shorter notice period as a matter of routine but only for time-sensitive, non-routine business and where to do so would be in the interest of the shareholders as a whole. In those circumstances, the Directors are confident that a facility to permit electronic voting can be made available to all of the Company's shareholders. This authority, if granted, would expire at the conclusion of the AGM of the Company held in 2016. AGMs will continue to be held on at least 21 days' notice.

### **Recommendation and action to be taken**

Shareholders are encouraged to attend the AGM and vote on the resolutions in person. If you are unable to attend the meeting, you are urged to complete a Form of Proxy and return it to the Company's registrars, Computershare Investor Services PLC, either by post to The Pavilions, Bridgwater Road, Bristol BS99 6ZY or online at [www.eproxyappointment.com](http://www.eproxyappointment.com) or by submitting a CREST Proxy Instruction, by no later than 12 noon on 14 April 2015. The appointment of a proxy will not prevent a shareholder from attending the AGM and voting in person if he or she 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 and recommend shareholders vote in favour of the resolutions set out in the Notice, as they intend to do in respect of their own beneficial holdings which, as at 11 March 2015, being the latest practicable date prior to the publication of this document, amounted to 944,497 Ordinary Shares (0.3%) of the issued share capital.**

Yours faithfully

**Nicholas Wrigley**  
Chairman

## Notice of Annual General Meeting 2015

**NOTICE IS HEREBY GIVEN** that the 31st Annual General Meeting ('AGM') of Persimmon Plc (the 'Company') will be held at 12 noon on 16 April 2015 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 2014
2. To approve the Annual Report on Remuneration
3. To re-elect Nicholas Wrigley as a Director
4. To re-elect Jeffrey Fairburn as a Director
5. To re-elect Michael Killoran as a Director
6. To re-elect Nigel Greenaway as a Director
7. To re-elect David Jenkinson as a Director
8. To re-elect Richard Pennycook as a Director
9. To re-elect Jonathan Davie as a Director
10. To re-elect Mark Preston as a Director
11. To re-elect Marion Sears as a Director
12. To appoint KPMG LLP as auditor of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the remuneration of the auditor.

### **Special Business**

13. To pass the following as an Ordinary Resolution:

That the Directors be and are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the 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 £10,217,375 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 2016, or if earlier, on 1 July 2016. 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 the Ordinary Resolution numbered 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 for cash pursuant to the authority conferred by the Ordinary Resolution numbered 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:

- 14.1 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

14.2 the allotment (otherwise than pursuant to the authority contained in paragraph 14.1 above) of equity securities up to the maximum aggregate nominal amount of £1,532,606;

and the authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2016, or if earlier on 1 July 2016, 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 in accordance with section 701 of the Companies Act 2006 (the 'Act') the Company is granted general and unconditional authority to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence each in its capital ('Ordinary Shares') provided that:

15.1 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 30,652,125 Ordinary Shares, and unless previously revoked, shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2016 or, if earlier, on 1 July 2016, (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

15.2 the maximum price which may be paid per Ordinary Share shall not be more than the higher of either (1) 5% above the average of the middle 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 (2) 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 10 pence (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 2016.

By order of the Board

**Neil Francis**  
Group Company Secretary

16 March 2015

Registered Office:  
Persimmon House  
Fulford  
York YO19 4FE

**Notes:**

1. To attend and vote at the AGM 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 14 April 2015 (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 AGM 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 AGM 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 two working days before the time fixed for the adjourned meeting or if the Company gives notice of the adjourned AGM, 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 Form of Proxy (or electronic appointment of a proxy) and any power of attorney or other authority under which it is required (or a duly certified copy of such power of attorney) must be completed and lodged with the Company's registrars not less than 48 hours before the time fixed for the AGM. Completion and return of the Form of Proxy (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 Form of Proxy issued to you which should be returned to Computershare by post to The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by hand (during normal business hours only) to Computershare Investor Services PLC at 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 Form of Proxy.

To appoint a proxy via the internet you should log on to the Computershare 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 16 April 2015 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 AGM 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 business 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 AGM. 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 notes 2 and 3 above does not apply to Nominated Persons. The rights described in those notes can only be exercised by shareholders of the Company. A Nominated Person should remember that his main point of contact in terms of his investment remains the registered member, custodian or broker who administers the investment on his behalf. Therefore, any changes or queries relating to his personal details and holding (including any administration thereof) must continue to be directed to his existing contact at his investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is when the Company, in exercising one of its powers under the Companies Act 2006, writes to the Nominated Person directly for a response.
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 [corporate.persimmonhomes.com](http://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 AGM at the place of the meeting for at least 15 minutes prior to and during the AGM.
7. Copies of the Executive Directors' service contracts and the letters of appointment of the 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 AGM and on the day of the AGM at the place of the meeting for at least 15 minutes prior to and during the AGM.
8. As at 11 March 2015, (being the latest practicable date prior to the publication of this notice) the issued share capital of the Company was 306,521,256 Ordinary Shares of 10 pence each, carrying one vote each. The total number of voting rights in the Company as at 11 March 2015 was therefore 306,521,256. No Ordinary Shares are held by the Company in treasury.
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 [corporate.persimmonhomes.com](http://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 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 AGM or 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 of the 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 AGM 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 notice of AGM and Circular or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
13. Members attending the AGM should be appropriately and smartly dressed.

