

**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, please 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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(Incorporated and registered in England no: 1818486)

# ANNUAL GENERAL MEETING 2022

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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 27 April 2022 is set out at the end of this circular.

**Directors:**

**Roger Devlin** (Chairman)  
**Dean Finch** (Group Chief Executive)  
**Nigel Mills** (Senior Independent Director)  
**Simon Litherland** (Independent Non-Executive Director)  
**Joanna Place** (Independent Non-Executive Director)  
**Anne Marie Durbin** (Independent Non-Executive Director)  
**Andrew Wylie** (Independent Non-Executive Director)  
**Shirine Khoury-Haq** (Independent Non-Executive Director)

**To the holders of Ordinary Shares**

23 March 2022

Dear Shareholder

**Annual General Meeting**

You will find enclosed with this circular a notice convening the 2022 Annual General Meeting ('AGM') of the Company ('Notice') to be held at 12 noon on 27 April 2022. This letter explains the business of the meeting and also sets out the arrangements which will apply to the AGM this year.

I am pleased to report that, for the first time since the onset of the Covid-19 pandemic, shareholders and their proxies should be able to attend the AGM in person. This of course remains subject to legislation and UK Government Covid-19 guidelines, which could change at short notice depending on the trajectory of the pandemic. Shareholders are therefore advised to check our corporate website regularly for updates regarding the AGM ([www.persimmonhomes.com/corporate/investors/shareholder-centre/annual-general-meetings](http://www.persimmonhomes.com/corporate/investors/shareholder-centre/annual-general-meetings)).

The business of the AGM is set out below, the ordinary resolutions 1 to 13 and the special resolutions 14 to 16 are summarised and explained below.

**Report and Accounts: Resolution 1**

Resolution 1 is for shareholders to receive and adopt the Directors' and Auditor's Reports and Financial Statements for the financial year ended 31 December 2021.

**Directors' Remuneration: Resolution 2**

Resolution 2 is to seek shareholders' approval for the Annual Report on Remuneration for the year ended 31 December 2021 which is set out on pages 108 to 128 of the Annual Report 2021. The Annual Report on Remuneration sets out how the Directors were paid in the year to 31 December 2021 and how it is proposed to implement the Remuneration Policy in 2022. The shareholder vote on the Annual Report on Remuneration resolution will be advisory and no entitlement of a Director to remuneration is conditional on it.

**Re-election and Election of Directors: Resolutions 3 to 10**

Resolutions 3 to 10 concern the re-election and election of Directors by shareholders. In accordance with the provisions of the UK Corporate Governance Code 2018, all of the Directors will retire at the AGM and offer themselves for re-election (or in the case of Shirine Khoury-Haq, who was appointed to the Board since the last AGM, election by the shareholders for the first time).

Following individual performance evaluations, the Board supports the re-election or election of each of the Directors. The Board considers the Chairman and each of the Non-Executive Directors to be independent. The Chairman and the Non-Executive Directors have individually performed well in their duties and have shown a high level of independence and commitment to their roles. Their collective experience allows them to make valuable contributions to Board discussions, providing insight, strategic guidance, a diversity of views and constructive challenge to the Executive team.

The Board also considers that the Group Chief Executive has performed well in his role during the year. Dean Finch joined the Group on 28 September 2020 and continues to demonstrate strong leadership of the business with his focus on build quality, customer service and sustainability. Biographies setting out the experience, skills and contribution of each of the Directors may be found in Appendix 1 to this letter.

**Appointment of Auditor: Resolution 11**

Resolution 11 is for the re-appointment by shareholders of Ernst & Young LLP as auditor. This resolution was recommended to the Board by the Audit Committee. Ernst & Young LLP were appointed as the Group's auditor in April 2016. The Audit Committee assesses the performance of the external auditor on an ongoing basis, with a formal review conducted annually. The Committee takes into consideration the quality and depth of the auditor's reporting, their planning and strategy for undertaking the audit and the quality of the personnel undertaking the audit. The Audit Committee continues to consider that the auditor and the lead audit partner remain independent and that the performance of the auditor remains satisfactory. Further information can be found on pages 102 to 103 of the Annual Report 2021.

**Remuneration of Auditor: Resolution 12**

Resolution 12 is for shareholders to authorise the Audit Committee to determine the auditor's remuneration.

**Authority to Allot Shares: Resolution 13**

Resolution 13, which will be proposed as an ordinary resolution, is to give the Directors authority to allot shares and grant rights to subscribe for, or convert any security into, shares. This resolution will allow the Directors to allot shares up to a maximum nominal amount of £10,642,179, representing approximately one third of the Company's existing issued share capital as at 7 March 2022, being the latest practicable date prior to the publication of this document. 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. However, if they do exercise the authority, the Directors intend to follow emerging best practice as regards its use.

The Company holds no Ordinary Shares in treasury as at 7 March 2022, being the latest practicable date prior to the publication of this document. This authority will, if granted, expire at the conclusion of the AGM to be held in 2023 or, if earlier, on 30 June 2023.

**Renewal of Section 561 Authority: Resolution 14**

Under section 561 of the Companies Act 2006, any shares allotted (or, in the case of any shares held in treasury, sold) wholly for cash must be offered to existing shareholders in proportion to their holdings, but this requirement may be modified by the authority of a special resolution of the shareholders in a general meeting.

The authority given at the AGM held on 28 April 2021 will expire at the end of the forthcoming AGM and resolution 14 seeks to renew it. This resolution, which will be proposed as a special resolution, would give the Directors the power to allot equity securities (or sell any treasury shares) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The power under resolution 14 would be, similar to previous years, limited to (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or (b) otherwise up to a nominal amount of £1,596,327. This nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 7 March 2022, being the latest practicable date prior to the publication of this document.

The Board confirms its intention to follow the provisions of the Pre-Emption Group's Statement of Principles (the 'Principles') regarding cumulative usage of authority where the Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period should not take place without prior consultation with shareholders.

This authority will, if granted, expire at the conclusion of the AGM to be held in 2023 or, if earlier, on 30 June 2023.

**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 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 in accordance with the Companies Act 2006, subject to certain limitations. Treasury shares themselves may be cancelled, sold 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 31,926,537 Ordinary Shares, being 10% of the issued share capital of the Company as at 7 March 2022, being the latest practicable date prior to the publication of this document.

The maximum and minimum prices are stated in the resolution.

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 would consider either retaining any of its Ordinary Shares which it has purchased as treasury shares with a possible re-issue at a further later date, or cancelling 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.

As at 7 March 2022, 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 2,618,524 Ordinary Shares, being equivalent to 0.82% of the issued share capital of the Company at that date. If the Directors were to be granted this authority to purchase Ordinary Shares and were to use it in full and subsequently cancel such Ordinary Shares, the outstanding options and awards would be equal to 0.91% of the then issued share capital of the Company (before adjustment for any further equity issues or exercise of options).

In any ten-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 ten-year period) or by Ordinary Shares purchased in the market.

No shares have been purchased to date under the current authority and the Directors have no present intention of exercising the authority to purchase Ordinary Shares, but consider it would be beneficial for the Company to continue to have this power.

This authority will, if granted, expire at the conclusion of the AGM to be held in 2023 or, if earlier, on 30 June 2023.

**Notice period for general meetings: Resolution 16**

Resolution 16, which will be proposed as a special resolution, allows the Company to hold general meetings, other than AGMs, on 14 clear days' notice. Under the Companies Act 2006, the minimum notice period for listed company general meetings is 21 clear days, but with an ability for companies to reduce this period to 14 clear days (other than for AGMs) 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 the Company offers a facility allowing shareholders 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 4 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 clear days to 14 clear days.

The Directors consider it would be beneficial to the Company to continue to have the ability to call general meetings on 14 clear 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 to be held in 2023, when it is intended that a similar resolution will be proposed. AGMs will continue to be held on at least 21 clear days' notice.

**Recommendation and action to be taken**

Shareholders are encouraged to vote on the resolutions, either in person at the AGM (subject to UK Government Covid-19 guidelines) or by Proxy. 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 25 April 2022. 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.

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io).

Due to the Covid-19 pandemic, shareholders are advised to regularly check for any updates concerning physical attendance at the AGM on the Company's website at [www.persimmonhomes.com/corporate/investors/shareholder-centre/annual-general-meetings](http://www.persimmonhomes.com/corporate/investors/shareholder-centre/annual-general-meetings).

The Directors consider that the proposed resolutions 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 7 March 2022, being the latest practicable date prior to the publication of this document, amounted to 37,681 Ordinary Shares, being 0.01% of the issued share capital.

Yours faithfully

**Roger Devlin**  
Chairman

## Appendix 1: Directors' biographies

### Roger Devlin

#### Chairman (age 64)

**Date of appointment:** 1 June 2018

**Committee membership:** Chair of the Nomination Committee. Trustee of the Persimmon Charitable Foundation.

**Experience and external appointments:** Roger Devlin was independent on appointment and has extensive business, leadership and governance experience, having held executive and non-executive roles in a variety of sectors such as corporate finance, gaming, leisure, pubs & brewing, sport and transport.

Roger is an experienced Chairman and was, until April 2021, the Chairman of William Hill PLC. Roger's other previous appointments include Chairman of Marston's PLC and Senior Independent Director at the Football Association.

**Skills and contribution:** Roger's wealth of experience gives him a strong understanding of corporate governance, shareholder and stakeholder views, banking and finance, customer propositions and leadership.

Roger's expertise and personal qualities enable him to effectively lead the Board and drive change within the business. Roger makes a valuable contribution towards the development and execution of the Group's strategy and ensures that the Board functions effectively by facilitating open and productive debate, providing constructive challenge and by demonstrating objective judgement.

### Dean Finch

#### Group Chief Executive (age 55)

**Date of appointment:** 28 September 2020

**Committee membership:** Chair of the Risk and Sustainability Committees.

Trustee of the Persimmon Charitable Foundation.

**Experience and external appointments:** Dean is a widely experienced senior executive with a strong commercial, financial and operational track record spanning a 30 year career in Europe and North America. Dean is also a qualified chartered accountant.

Dean was the Chief Executive Officer of National Express Group plc from 2010 to 2020, and during his tenure built the business into Britain's leading transport group. Prior to that Dean was Group Chief Executive of Tube Lines and Group Finance Director and Group Chief Operating Officer at FirstGroup plc, where he also held a number of other senior roles.

In May 2021 Dean was appointed as a Non-Executive Director of Diploma Plc.

**Skills and contribution:** Dean is a seasoned, well-respected and proven Chief Executive with an exceptional record. Whilst at National Express Dean delivered substantial strategic and operational progress over a sustained period, delivering value for all stakeholders while developing a distinct and cohesive culture, focused on customer care and service.

Dean leads the Group's programme of change in its drive to become Britain's best housebuilder; delivering for all stakeholders in the business whilst continuing to deliver strong financial returns to investors.

### Nigel Mills

#### Senior Independent Director (age 66)

**Date of appointment:** 4 April 2016

**Committee membership:** Member of the Nomination and Remuneration Committees.

**Experience and external appointments:** Nigel Mills is the Senior Independent Director at John Wood Group Plc and was previously a Senior Advisor at Citigroup Global Markets. Nigel was Chairman of Corporate Broking at Citi between 2005 and 2015, and Chief Executive at Hoare Govett between 1995 and 2005. Nigel has extensive experience in advising some of the UK's largest companies. Nigel is also a Director of The Queen's Club.

**Skills and contribution:** Nigel has strong commercial judgement drawing on a 30 year career advising quoted companies. He has broad experience of financial markets, strategy, risk, shareholder attitudes and corporate governance, which enable him to provide sound advice to the Board. Between February 2018 and May 2018 Nigel served as Acting Chairman and led the process which resulted in the appointment of the current Chairman, Roger Devlin.

### Simon Litherland

#### Independent Non-Executive Director (age 57)

**Date of appointment:** 3 April 2017

**Committee membership:** Member of the Audit and Nomination Committees.

**Experience and external appointments:** Simon Litherland is the Chief Executive of Britvic plc. He qualified as a chartered accountant with Deloitte and has over 25 years' experience in finance and leadership roles within the drinks manufacturing and distribution sector. Prior to joining Britvic in 2011 Simon worked for global drinks manufacturer Diageo plc, spending 20 years managing several of the company's international business units, ultimately becoming Managing Director of Diageo Great Britain.

**Skills and contribution:** Simon is an accomplished Executive with proven finance, leadership and business skills in a consumer facing industry.

As a sitting Chief Executive of a FTSE 250 company Simon is well versed in the investment, stakeholder and ESG environment in which large companies operate. Given his extensive experience in a consumer facing sector, Simon has a strong customer-focus, with expertise in brand building, marketing and strategy. As the leader of a large organisation Simon also brings to the Board a strong practical understanding of organisational purpose, culture and employee engagement. Overall, Simon's background and skills enable him to make a valuable contribution to the Board's decision making and the development of the Group's customer-focused strategy.

## Joanna Place

### Independent Non-Executive Director (age 59)

**Date of appointment:** 1 April 2020

**Committee membership:** Member of the Audit, Remuneration and Nomination Committees.

Trustee of the Persimmon Charitable Foundation and Workforce Non-Executive Director.

**Experience and external appointments:** From 2017 to December 2021 Joanna Place was the Chief Operating Officer of the Bank of England with responsibility for the day-to-day management of the Bank including finance, technology, information and physical security, human resources, property, and procurement. Before her appointment as COO Jo was the Bank's HR Director for three years.

**Skills and contribution:** Jo had a 35-year career with the Bank of England, which included leading teams in banking, statistics and regulation. Jo's broad management experience and external perspective is a valuable addition to the Board. Jo adds to the diversity of skills and views on the Board and provides valuable insight into human resources matters, diversity, organisational culture, sustainability and stakeholder views.

Jo is the Board's designated Workforce Non-Executive Director. Jo attends the Group's Employee Engagement Panel, which meets four times per year, and facilitates effective two-way communication and engagement between the Board, the Panel and the Group's employees.

## Annemarie Durbin

### Independent Non-Executive Director (age 58)

**Date of appointment:** 1 July 2020

**Committee membership:** Chair of the Remuneration Committee and member of the Nomination Committee.

**Experience and external appointments:** Annemarie has 30 years' broad-based retail, commercial, corporate and institutional banking experience across Asia, Africa & the Middle East and is an experienced coach and mentor. Annemarie is currently Chair of Cater Allen Limited, Remuneration Committee Chair of Petershill Partners plc and Senior Ringfence Director and Remuneration Chair of Santander UK plc. She spent the bulk of her executive career at Standard Chartered, a FTSE 100 international bank. She held a variety of global business and functional roles including being CEO of a FTSE 250 equivalent listed company in Thailand, culminating in membership of the Group Executive Committee. Annemarie was board Chair of Merryck & Co. Ltd, a leading mentoring group until July 2021, and was Remuneration Committee Chair of WH Smith PLC until January 2022.

**Skills and contribution:** Annemarie is a highly experienced international business executive, with a strong background in banking, diversity & inclusion, transformation, corporate governance and human resources. She is a qualified lawyer, coach and conflict mediator. Annemarie's experience and knowledge are valuable additions to the Board as the Group continues to implement its programme of business improvement.

## Andrew Wyllie CBE

### Independent Non-Executive Director (age 59)

**Date of appointment:** 4 January 2021

**Committee membership:** Member of the Audit and Nomination Committees.

**Experience and external appointments:** Andrew is an experienced construction sector executive and was Chief Executive of Costain Group PLC for 14 years, until his retirement in 2019. Previously, Andrew was Managing Director of Taylor Woodrow Construction and a member of the Group Executive Committee at Taylor Woodrow Plc. During his career Andrew has worked on a variety of major contracts and projects in Saudi Arabia, Ghana, the Falklands, Malaysia and the United Kingdom.

Andrew currently serves as a Non-Executive Director on the Boards of Yorkshire Water and BMT Group Ltd. He was previously a Non-Executive Director of Scottish Water and President of the Institution of Civil Engineers.

Andrew has an MBA from London Business School and is a Fellow of the Royal Academy of Engineering. For his services to Engineering and Construction, Andrew was awarded a CBE.

**Skills and contribution:** Andrew has a long and successful track record within the construction industry and brings highly relevant sector experience to the Board. Andrew's industry knowledge, expertise and perspective will be a valuable addition to the Board as the Group continues to build a sustainable business.

## Shirine Khoury-Haq

### Independent Non-Executive Director (age 50)

**Date of appointment:** 1 July 2021

**Committee membership:** Chair of the Audit Committee and member of the Risk and Nomination Committees.

**Experience and external appointments:** Shirine is the Chief Financial Officer of The Co-operative Group, where she is responsible for finance, technology, transformation and corporate development. Shirine also serves as the Chief Executive Officer of The Co-operative Group's Life Services sector which includes the Insurance, Legal Services and Funeral businesses.

Prior to joining The Co-operative Group, Shirine was Chief Operating Officer of Lloyd's of London, the insurance market, and had previously held senior positions at Catlin, IBM and McDonald's. Shirine is a qualified accountant and was also previously a Non-Executive Director of the Post Office.

**Skills and contribution:** Shirine has a wealth of experience in finance, technology and real estate in businesses operating across a range of sectors. Shirine's appointment adds to the balance of skills and expertise on the Board, which will be of great benefit as the Group continues to build a sustainable business in every sense.

(Incorporated and registered in England and Wales with registered number 1818486)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the annual general meeting ('Annual General Meeting' or 'AGM') of Persimmon Plc (the 'Company') will be held at 12 noon on 27 April 2022 at York Racecourse, Knavesmire Road, York, YO23 1EX to consider and, if thought fit, to pass the following resolutions. It is intended to propose resolutions 14 to 16 (inclusive) as special resolutions. All other resolutions will be proposed as ordinary resolutions.

### Business of AGM

1. To receive and adopt the Directors' and Auditor's Reports and Financial Statements for the financial year ended 31 December 2021.
2. To approve the Annual Report on Remuneration for the financial year ended 31 December 2021 as set out on pages 108 to 128 of the Annual Report 2021.
3. To re-elect Roger Devlin as a Director of the Company.
4. To re-elect Dean Finch as a Director of the Company.
5. To re-elect Nigel Mills as a Director of the Company.
6. To re-elect Simon Litherland as a Director of the Company.
7. To re-elect Joanna Place as a Director of the Company.
8. To re-elect Annemarie Durbin as a Director of the Company.
9. To re-elect Andrew Wyllie as a Director of the Company.
10. To elect Shirine Khoury-Haq as a Director of the Company.
11. To re-appoint Ernst & Young LLP as auditor of the Company until the conclusion of the next Annual General Meeting.
12. To authorise the Audit Committee to determine the auditor's remuneration.
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 (the 'Act'), 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 ('Relevant Securities') up to a maximum aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £10,642,179 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 2023, or if earlier, on 30 June 2023.  
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 Relevant Securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant Relevant Securities pursuant to any such offers or agreements as if this authority had not expired.

14. To pass the following as a Special Resolution:

That if resolution 13 set out in the notice of the 2022 Annual General Meeting of the Company is passed, the Directors be authorised, pursuant to sections 570(1) and 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (as defined in section 560 of the Act) of the Company for cash under the authority given by that resolution and/ or to sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- (i) to allotments for Rights Issues and other pre-emptive issues; and
- (ii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) above) up to a nominal amount of £1,596,327,

such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2023 or, if earlier, on 30 June 2023 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

'Rights Issue' for the purpose of this resolution means an offer or invitation to acquire 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 to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or any other matter whatsoever.

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 any of its ordinary shares of 10 pence each in its capital ('Ordinary Shares') on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:

- (i) 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 31,926,537 Ordinary Shares;
- (ii) the minimum price that may be paid for each Ordinary Share is 10 pence which amount shall be exclusive of expenses, if any;
- (iii) the maximum price (exclusive of expenses) which may be paid per Ordinary Share shall not be more than the higher of either (1) 105% of the average of the middle market quotations 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 such Ordinary Share is contracted to be purchased, or (2) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venues where the purchase is carried out;
- (iv) unless previously revoked, renewed or varied, this authority, shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2023 or, if earlier, on 30 June 2023; and
- (v) the Company may, before this authority expires, make a contract to purchase Ordinary Shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares pursuant to it as if this authority had not expired.

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 2023.

By order of the Board

**Tracy Davison**

Company Secretary  
23 March 2022

Registered Office:  
Persimmon House  
Fulford  
York YO19 4FE

Registered in England and Wales No: 1818486

## Notes:

1. Voting on all resolutions will be conducted by way of a poll and not by a show of hands. On a poll, every member shall have one vote for every ordinary share held. The results of the poll will be announced to the London Stock Exchange once the results have been verified and will be published on our website at [www.persimmonhomes.com/corporate/investors/regulatory-news/](http://www.persimmonhomes.com/corporate/investors/regulatory-news/).

2. To attend and vote at the AGM (and also for the purpose of determining how many votes a person entitled to attend and vote may cast) 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 25 April 2022 (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 shareholders 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.

3. A shareholder of the Company is entitled to appoint one or more proxies to attend, speak and vote at the meeting 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. 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.

4. 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 Form of Proxy 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 27 April 2022 and any adjournments of it, by utilising the procedures, and to the address, described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)), subject to the provisions of the Company's articles of association. 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's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual.

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.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io).

Your proxy must be lodged by 12 noon on 25 April 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

5. 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.
6. 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 or her main point of contact in terms of his or her investment remains the registered member, custodian or broker who administers the investment on his or her behalf. Therefore, any changes or queries relating to his or her personal details and holding (including any administration thereof) must continue to be directed to his or her existing contact at his or her 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.
7. 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/corporate](http://www.persimmonhomes.com/corporate) 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.
8. 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 during normal business hours from the date of this Notice until the close of the AGM (Saturdays, Sundays and public holidays excepted) and on the day of the AGM at the place of the meeting for at least 15 minutes prior to and during the AGM.
9. As at 7 March 2022 (being the latest practicable date prior to the publication of this document), the issued share capital of the Company was 319,265,377 ordinary shares of 10 pence each, carrying one vote each. No ordinary shares are held by the Company in treasury. The total number of voting rights in the Company as at 7 March 2022 was therefore 319,265,377.
10. 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.
11. A copy of this Notice and other information required by section 311A of the Companies Act 2006 can be found at [www.persimmonhomes.com/corporate/investors/shareholder-centre/annual-general-meetings](http://www.persimmonhomes.com/corporate/investors/shareholder-centre/annual-general-meetings).
12. Under section 527 of the 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 of the 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 of the Companies Act 2006 to publish on a website.
13. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) 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 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.
14. You may not use any electronic address provided either in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.





**Persimmon Plc**

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(Incorporated and registered in England and  
Wales with registered number 1818486)



**Persimmon**  
Together, we make a home.

OFFICIAL PARTNER