
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.



PERSIMMON PLC

(Incorporated and registered in England no: 1818486)

Directors:

John White (Group Chairman)
Mike Farley (Group Chief Executive)
Mike Killoran (Group Finance Director)
Jeff Fairburn (North Division Chief Executive)
Hamish Leslie Melville (Non-executive Director)
David Thompson (Senior Independent Director)
Neil Davidson (Non-executive Director)
Nicholas Wrigley (Non-executive Director)
Richard Pennycook (Non-executive Director)
Jonathan Davie (Non-executive Director)

Registered Office:
Persimmon House
Fulford
York
YO19 4FE

22 March 2010

To the holders of Ordinary Shares

Dear Shareholder

Annual General Meeting 2010

You will find enclosed with this letter a notice convening the Annual General Meeting of the Company ('Notice of Meeting') to be held at 12 noon on Thursday 22 April 2010 at York Racecourse, Knavesmire Road, York YO23 1EX. The ordinary resolutions 1 to 8 relate to the routine business of the Annual General Meeting. Resolutions 9 to 13 relate to special business. The resolutions are summarised and explained below.

Report and Accounts

The first resolution on the agenda is to receive and adopt the Directors' and Auditors' Reports and Financial Statements for the year ended 31 December 2009.

Directors' Remuneration Report

In Resolution 2 shareholders are asked to approve the Directors' Remuneration Report for the year ended 31 December 2009. Details of the remuneration policy and full details of the Directors' remuneration during 2009 are disclosed in the Directors' Remuneration Report, which is on pages 32 to 38 of the Annual Report 2009.

Re-election of Directors

Resolutions 3 to 7 concern the retirement and election or re-election of Directors. Jeff Fairburn, Jonathan Davie, Mike Farley, Neil Davidson and David Thompson all retire as Directors in accordance with the Company's Articles of Association and all being eligible are standing for election or re-election. Jeff Fairburn and Jonathan Davie are retiring and seeking election as they have both been appointed to the Board since the last annual general meeting. Mike Farley and Neil Davidson are retiring and seeking re-election as it is three years since they were last re-elected. David Thompson has served on the Board in excess of nine years and is standing for re-election in accordance with provision A.7.2 of the Combined Code on Corporate Governance 2008 and the Company's Articles of Association. The Directors' reasons for supporting the re-election of Neil Davidson and David Thompson (the non-executive Directors standing for re-election) are set out in the Corporate Governance Report, which is on pages 39 to 41 of the Annual Report 2009.

Biographies of each of the Directors standing for election or re-election may be found on page 27 of the Annual Report 2009.

Re-appointment of Auditors

Resolution 8 is for the re-appointment of KPMG Audit Plc as auditors of the Company and to authorise the Directors to determine their remuneration.

Adoption of New Articles of Association

It is proposed in Resolution 9 to adopt new articles of association (the '**New Articles**') in order to update the Company's current articles of association (the '**Current Articles**') primarily to take account of the implementation of the Shareholder Rights Directive in the UK in August 2009 by the coming into force of the Companies (Shareholders' Rights) Regulations 2009 (the '**Shareholders' Rights Regulations**') and the implementation of the last parts of the Companies Act 2006.

Explanatory notes on the principal changes to the Current Articles are set out in the Appendix to this letter. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which reflect changes made by the Companies Act 2006 or the Shareholders' Rights Regulations have not been noted in the Appendix. A copy of the proposed New Articles showing the changes will be available at the Annual General Meeting from 15 minutes prior to the meeting until its conclusion; on the Company's website; at the Company's registered office or from the offices of our solicitors, Mayer Brown International LLP, 201 Bishopsgate, London EC2M 3AF.

Authority to Allot Shares and Disapply Pre-emption Rights

Resolution 10, which will be proposed as an ordinary resolution renews the Directors' authority to allot shares up to an aggregate nominal amount of £10,014,575 representing 33.3% of the issued share capital of the Company as at 11 March 2010 (excluding treasury shares). As at 11 March 2010 there were a total of 2,154,179 shares held in treasury, representing 0.7% of the issued share capital of the Company (excluding treasury shares). The Directors have no present intention of using the authority given to allot further shares but would prefer to have the flexibility to do so, should the need arise.

Resolution 11, which will be proposed as a special resolution, renews the Directors' power to allot shares for cash for up to 5% of the nominal value of the issued share capital of the Company, being in aggregate a nominal amount of £1,512,957 as at 11 March 2010, without first offering such shares to existing shareholders. This authority will also include any sale of treasury shares. This special resolution also enables the Company, in the event of a rights issue or open offer, to overcome certain practical difficulties which may arise in connection with fractional entitlements, or in respect of overseas shareholders as a result of local laws and which prevent shares from being issued on a strict pro rata basis.

These authorities would expire at the conclusion of the Annual General Meeting held in 2011.

Authority for the Company to Purchase Its Own Shares

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 2010 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 12, which will be proposed as a special resolution, authorises the Directors to purchase up to a maximum of 30,043,725 Ordinary Shares, being 10% of the issued share capital of the Company (excluding treasury shares) as at 11 March 2010 (being the latest practical date to ascertain the issued share capital of the Company prior to the posting of this letter).

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

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

The authority would expire at the conclusion of the Annual General Meeting held in 2011. 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 11 March 2010 options and awards to acquire Ordinary Shares granted under the Company's employee share schemes were outstanding over a total of 4,819,942 Ordinary Shares, being equivalent to 1.6% of the issued share capital of the Company (excluding treasury shares) at that date. If the Directors were granted this authority to purchase Ordinary Shares and were to use it in full and subsequently cancelled such Ordinary Shares, the outstanding options and awards would be equal to 1.8% 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

A special resolution will be proposed to approve the holding of general meetings, other than Annual General Meetings, on 14 days' notice. The Companies Act 2006 was amended by the Shareholder' Rights Regulations on 3 August 2009 to increase the notice period required for general meetings of the Company to 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 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 2011. 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 unable to attend the meeting, shareholders are urged to complete a proxy form and return it to the Company's registrars, Computershare Investor Services PLC, either by post to The Pavilions, Bridgwater Road, Bristol BS99 6ZY or via the internet at www.eproxyappointment.com. Your completed proxy form must be lodged with the registrars by 12 noon on 20 April 2010.

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

The Directors consider that the above proposals are in the best interests of the Company and its shareholders as a whole. The Directors recommend shareholders vote in favour of the resolutions set out in the Notice of Meeting, as they intend to do in respect of their own beneficial holdings, which as at 11 March 2010 amounted to 3,838,871 shares (1.3% of the issued share capital, excluding treasury shares).

As at 11 March 2010 the issued share capital of the Company was 302,591,431 Ordinary Shares of which 2,154,179 Ordinary Shares are held in treasury. The total number of voting rights in the Company is therefore 300,437,252.

Yours faithfully

John White
Group Chairman

Appendix

Explanatory notes of the principal changes to the Company's articles of association

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in a company. Under the Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in a company's articles of association but a company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 9 confirms the removal of these provisions for the Company. As the effect of Resolution 9 will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

2. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main amended to bring them into line with the Companies Act 2006.

3. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and Resolution 9 and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

4. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

5. Authority to purchase own shares, consolidate and sub-divide shares and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

6. Use of seals

Under the Companies Act 1985, a company required authority in its articles to have an official seal for use abroad. Under the Companies Act 2006, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

7. Suspension of registration of share transfers

The Current Articles permit the Directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

8. Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands, unless the proxy is appointed by more than one member in which case, the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The Current Articles have been amended to reflect these changes.

9. Voting by corporate representatives

The Shareholders' Rights Regulations have amended the Companies Act 2006 in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

10. Chairman's casting vote

The New Articles remove the provision giving the chairman a casting vote in the event of an equality of votes as this is no longer permitted under the Companies Act 2006.

11. Notice of general meetings

The Shareholders' Rights Regulations amend the Companies Act 2006 to require the Company to give 21 clear days' notice of general meetings unless the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual general meetings must be held on 21 clear days' notice. The New Articles amend the provisions of the Current Articles to be consistent with the new requirements.

12. Adjournments for lack of quorum

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

13. Voting record date

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations the Company must determine the right of members to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The New Articles remove the provisions in the Current Articles dealing with the voting record date on the basis that this is dealt with in the Companies Act 2006.

14. Conflicts of interest

In 2008 the Company included language in the Current Articles to deal with Directors' conflicts of interest. The New Articles contain revised language which is intended to be clearer and consistent with the model articles. In addition the New Articles provide that a written resolution authorising a conflict must be signed by all the Directors, not only those for the time being entitled to receive notice of a meeting of the Directors.

15. General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 26th Annual General Meeting of Persimmon Plc will be held at 12 noon on Thursday 22 April 2010 at York Racecourse, Knavesmire Road, York YO23 1EX for the following purposes:

Routine Business

- 1) To receive and adopt the Directors' and Auditors' Reports and Financial Statements for the year ended 31 December 2009.
- 2) To approve the Directors' Remuneration Report for the year ended 31 December 2009.
- 3) To elect Jeff Fairburn as a Director as he retires and is offering himself for election because he was appointed by the Board since the last Annual General Meeting.
- 4) To elect Jonathan Davie as a Director as he retires and is offering himself for election because he was appointed by the Board since the last Annual General Meeting.
- 5) To re-elect Mike Farley as a Director as he retires and is offering himself for re-election.
- 6) To re-elect Neil Davidson as a Director as he retires and is offering himself for re-election.
- 7) To re-elect David Thompson as a Director as he retires and is offering himself for re-election.
- 8) To reappoint KPMG Audit Plc as auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.

Special Business

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

That:

- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association;
 - (b) any limit previously imposed on the Company's authorised share capital whether by the Company's Memorandum of Association or Articles of Association or by resolution in general meeting be removed; and
 - (c) the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
- 10) 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 £10,014,575 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 2011. 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.
 - 11) To pass the following as a Special Resolution:

That, subject to the passing of Ordinary Resolution 10 above, the Directors of the Company are empowered pursuant to Section 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities pursuant to the authority conferred by Ordinary Resolution 10 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 on the conclusion of the Annual General Meeting to be held in 2011 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.

12) 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 30,043,725 Ordinary Shares and unless previously revoked, shall expire at the conclusion of the Annual General Meeting to be held in 2011 (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).

13) 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 2011.

By order of the Board

Neil Francis

Group Company Secretary

Registered Office:
Persimmon House
Fulford
York YO19 4FE

22 March 2010

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 20 April 2010 (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 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. 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 22 April 2010 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). 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 his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members (and where applicable, their CREST sponsors or voting service provider(s)) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 4) 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 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him and the shareholder by whom he was nominated, have a right to be appointed (or have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of rights of members in relation to the appointment of proxies in Note 2 does not apply to Nominated Persons.
- 6) Copies of the terms of reference of the Nomination Committee, the Remuneration Committee and the Audit Committee are available on the Company's website www.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 11 March 2010 the issued share capital of the Company was 302,591,431 Ordinary Shares carrying one vote each of which 2,154,179 Ordinary Shares are held in treasury. The total number of voting rights in the Company is therefore 300,437,252.
- 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.
- 11) Copies of the proposed New Articles and a copy of the existing memorandum and Current Articles marked to show the changes being proposed in Resolution 9 will be available for inspection on the Company's website www.corporate.persimmonhomes.com, at the Company's registered office at Persimmon House, Fulford, York YO19 4FE and at the offices of the Company's solicitors, Mayer Brown International LLP, 201 Bishopsgate, London EC2M 3AF 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.
- 12) 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 (1) 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 (2) 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.
- 13) 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.
- 14) Members attending the Annual General Meeting should be appropriately and smartly dressed.