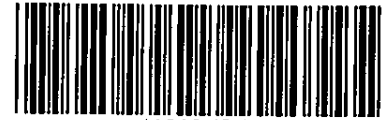


TRAVIS PERKINS PLC
Company Number 824821

SATURDAY



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14/06/2014

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COMPANIES HOUSE

At the Annual General Meeting of the above-named Company, duly convened and held at Northampton Rugby Club, Franklin's Gardens, Weedon Road, Northampton NN5 5BG on Tuesday 28th May 2014 the following Resolutions were passed (numbered in the order that they were tabled)

13 ORDINARY RESOLUTION

To authorise the Directors to fix the remuneration of Deloitte LLP

14. ORDINARY RESOLUTION

That the rules of the Travis Perkins Share Matching Scheme 2014 (the "Scheme") be approved and the Directors be authorised to

(a) make such modifications to the Scheme as they may consider appropriate to take account of the requirements of best practice and for the implementation of the Scheme and to adopt the Scheme as so modified and to do all such other acts and things as they may consider appropriate to implement the Scheme, and

(b) establish further schemes based on the Scheme but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against the limits on individual or overall participation in the Scheme

15. ORDINARY RESOLUTION ✓

That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company

(a) up to an aggregate nominal amount of £8,229,844 90 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (b) of this Resolution 15 in excess of £8,229,845, and

(b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £16,459,689 90 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (a) of this Resolution 15) in connection with an offer by way of a rights issue

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and

(ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of the Company's next annual general meeting after this Resolution is passed (or, if earlier, until the close of business on 30 June 2015) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this Resolution 15 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Companies Act 2006) are to the nominal amount of shares that may be allotted pursuant to the rights

16 ✓

SPECIAL RESOLUTION

That, in substitution for all existing powers and subject to the passing of Resolution 15, the directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 15 and/or pursuant to section 573 of the Companies Act 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Companies Act 2006, such power to be limited

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 15, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only)
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and
- (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, and

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 15 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this Resolution 16) up to a nominal amount of £1,234,476 70 calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights,

such power to apply until the end of the Company's next annual general meeting after this Resolution is passed (or, if earlier, until the close of business on 30 June 2015) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under any such offer or agreement as if the power had not expired

17. SPECIAL RESOLUTION

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice

18. SPECIAL RESOLUTION

That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each in the capital of the Company ("ordinary shares"), provided that

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 24,689,534 (representing approximately 10% of the issued share capital of the Company as at 25 February 2014),
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value of 10 pence,
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not exceed the higher of (i) 105% of the average of the middle market quotations for an ordinary share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased, and (ii) an amount equal to the higher of the price of an ordinary share quoted for the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out,
- (d) this authority (unless previously renewed, varied or revoked by the Company in general meeting) expires at the conclusion of the next Annual General Meeting of the Company or 30 June 2015, whichever is the earlier, and
- (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares pursuant to any such contract