

**TRAVIS PERKINS PLC**  
**Company Number 824821**

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COMPANIES HOUSE

At the Annual General Meeting of the above-named Company, convened and held at Ryehill House, Rye Hill Close, Lodge Farm Industrial Estate, Northampton NN5 7UA on Tuesday, 28 April 2020, the following Resolutions were duly passed (numbered in the order that they were tabled):

**RESOLUTION 15**

**ORDINARY RESOLUTION AUTHORISING DIRECTORS TO ALLOT SECURITIES**

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 £8,404,797 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (b) of this Resolution 14 in excess of £8,404,797; and
- (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £16,809,595 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (a) of this Resolution 14) 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, 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 expire at the end of the Company's next AGM (or, if earlier, until the close of business on 28 July 2021) 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.

**RESOLUTION 16**

**SPECIAL RESOLUTION AUTHORISING THE DIRECTORS TO ALLOT SECURITIES FREE FROM PRE-EMPTION RIGHTS**

That, if Resolution 15 granting authority to allot shares is passed, the Board be authorised pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 15 above by way of rights issue only) in favour of the holders of shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as

may be practicable) to the respective numbers of shares held by them on any such record date, 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 or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £1,260,719,

Such authority to expire at the end of the Company's next AGM (or, if earlier, at the close of business on 28 July 2021) but, in each case, so that 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

## **RESOLUTION 17**

### **SPECIAL RESOLUTION AUTHORISING DIRECTORS TO ALLOT SECURITIES FREE FROM PRE-EMPTION RIGHTS IN LIMITED CIRCUMSTANCES**

That, if Resolution 15 granting authority to allot shares is passed, the Board be authorised, in addition to any authority granted under Resolution 16, to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by Resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,260,676; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 28 July 2021) but, in each case, so that 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

## **RESOLUTION 18**

### **SPECIAL RESOLUTION AUTHORISING MARKET PURCHASES OF THE COMPANY'S OWN SHARES**

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 25,214,392 (representing approximately 10% of the issued ordinary share capital of the Company as at 31 March 2020, the latest practicable date prior to publication of this Notice);
- (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 is 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 AGM of the Company or 28 July 2021, 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.

#### **RESOLUTION 19**

##### **ADOPTION OF NEW ARTICLES OF ASSOCIATION**

That the Articles of Association produced to the meeting and initialed by the Chairman of the meeting for the purpose of identification be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the current Articles of Association with effect from the conclusion of the meeting.

#### **RESOLUTION 20**

##### **SPECIAL RESOLUTION – GENERAL MEETING NOTICE PERIOD**

That a general meeting other than an Annual General Meeting may be called by notice of not less than 14 clear days.