

Company No. 1818486

**Companies Act 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**Of**  
**Persimmon plc**

**Passed on 21 April 2011**



At the Annual General Meeting of the Company duly convened and held at York Racecourse, Knavesmire Road, York on 21 April 2011 the following resolutions were duly passed:

**ORDINARY RESOLUTION**

1. 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 £10,029,025 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 2012. 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.

210

**SPECIAL RESOLUTION**

2. That, subject to the passing of Ordinary Resolution [1] above, the Directors of the Company are empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities pursuant to the authority conferred by Ordinary Resolution [1] 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 at the conclusion of the Annual General Meeting of the Company to be held in 2012 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.

### **SPECIAL RESOLUTION**

3. 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: 25

- (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 30,117,192 Ordinary Shares and unless previously revoked, shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 (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).

### **SPECIAL RESOLUTION**

- 4 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 2012.



Secretary

Presenter Details.  
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