

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES**

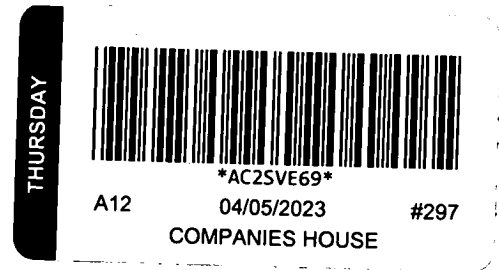
**RESOLUTIONS**

of

**Persimmon plc**

**(the "Company")**

**Passed on 26 April 2023**



At the Annual General Meeting of the Company, held at York Racecourse, Knavesmire Road, York, YO23 1EX, all of the proposed resolutions were passed by means of a poll vote. The following resolutions are those relating to Special Business:

**ORDINARY RESOLUTIONS**

1. 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'):

- a) up to a maximum aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £10,646,159 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum);
- b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £21,292,319 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

such authorities to expire at the conclusion of the Annual General Meeting of the Company to be held in 2024, or if earlier, on 30 June 2024.

These authorities shall permit and enable the Company to make offers or agreements before the expiry of the authorities 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 the authorities had not expired.

**SPECIAL RESOLUTIONS**

2. To pass the following as a Special Resolution:

That, if resolution [1] is passed, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the 'Act') to:

- a) allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or;
- b) 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 power to be limited to the allotment of equity securities for cash and the sale of treasury shares:

- i. in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution [1](b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever;
- ii. in the case of the authority granted under resolution [1](a) (or in the case of any sale of treasury shares) and otherwise than pursuant to paragraph (i) above up to an aggregate nominal amount of £1,596,923,

such power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, on 30 June 2024 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 power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power conferred by this resolution had not expired.

**3. To pass the following as a Special Resolution:**

That if resolutions [1] and [2] are passed, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the 'Act'), in addition to any power granted under resolution [2], to:

- a) allot equity securities (as defined in section 560 of the Act) for cash under the authority given by resolution [1](a); and
- b) 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 power to be:

limited to the allotment of equity securities for cash and sale of treasury shares up to an aggregate nominal amount of £1,596,923 such power to be used only for the purposes of financing (or refinancing, if the power is to be used within 6 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified 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, or for any other purposes as the Company in a general meeting may at any time by special resolution determine,

such power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, on 30 June 2024 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 power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

**4. 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:

- 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 31,938,478 Ordinary Shares;

- b) the minimum price that may be paid for each Ordinary Share is 10 pence which amount shall be exclusive of expenses, if any;
  - c) 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;
  - d) 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 2024 or, if earlier, on 30 June 2024; and
  - e) 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.
5. 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.



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Secretary