

COMPANIES ACT 2006

RESOLUTIONS OF REDROW PLC (Company Number: 02877315)

At the General Meeting of Redrow plc (“**the Company**”) held on 15 May 2024 the following resolution was passed as a Special Resolution:

THAT:

- (A) for the purpose of giving effect to the scheme of arrangement dated 19 April 2024 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme), a copy of which has been produced to this General Meeting and, for the purposes of identification, signed by the Chair of this meeting, in its original form or with or subject to any modification, addition, or condition approved or imposed by the High Court of Justice in England and Wales (the “**Court**”) and agreed by the Company and Barratt Developments plc, the directors of the Company (or a duly authorised committee thereof) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (B) with effect from the passing of this resolution, the Articles of Association of the Company be and are hereby amended by the adoption and inclusion of the following new Article 131:

“131. Scheme of Arrangement

131.1 In this Article 131, references to the “**Scheme**” are to the scheme of arrangement under Part 26 of the Companies Act 2006 between the Company and the holders of Scheme Shares (as defined in the Scheme) dated 19 April 2024 (with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and Barratt Developments plc (“**Barratt**”)) and (save as defined in this Article) terms defined in the Scheme shall have the same meanings in this Article.

131.2 Notwithstanding any other provisions in these Articles, if the Company issues or transfers out of treasury any Redrow Shares (other than to Barratt, any subsidiary of Barratt, any parent undertaking of Barratt or any subsidiary of such parent undertaking, or any nominee(s) of Barratt (each a “**Barratt Company**”)) on or after the date of the adoption of this Article 131 and prior to the Scheme Record Time (as defined in the Scheme), such Redrow Shares will be issued or transferred subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or subsequent holder or holders of such Redrow Shares shall be bound by the Scheme accordingly.

131.3 Notwithstanding any other provision of these Articles and, subject to the Scheme becoming Effective, any shares issued or transferred out of treasury to any person at or after the Scheme Record Time (other than under the Scheme or to a Barratt Company) (a “**New Member**”) (each a “**Post-Scheme Share**”), shall be issued or transferred on terms that they shall (on the Effective Date (as defined in the Scheme) or, if later, on issue or transfer (but subject to the terms of this Article 131.3 and Article 131.5)) be immediately transferred to Barratt (or such

person as it may direct) (the “**Purchaser**”) who shall be obliged to acquire each Post-Scheme Share in consideration of and conditional upon (subject as hereinafter provided) the allotment and issue or transfer to the New Member (or a nominee on behalf of the New Member) of such number of New Barratt Shares (the “**Consideration Shares**”) (and any payment of cash in respect of fractional entitlements) for each Post-Scheme Share equal to the consideration per Scheme Share to which a New Member would have been entitled pursuant to the Scheme had the Post-Scheme Share been a Scheme Share, provided that:

131.3.1 if, in respect of any New Member with a registered address in a jurisdiction outside the United Kingdom or whom the Company reasonably believes to be a citizen, resident or national of a jurisdiction outside the United Kingdom, the Company is advised that the allotment and/or issue or transfer of Consideration Shares pursuant to this Article would or may infringe the laws of such jurisdiction or would or may require the Company and/or Barratt to comply with any governmental or other consent or any registration, filing or other formality with which the Company and/or Barratt is unable to comply or compliance with which the Company and/or Barratt regards as unduly onerous, the Company may, in its sole discretion, determine that such Consideration Shares shall be sold or a cash amount equal to the value of the Consideration Shares shall be paid to the New Member. In the event that the Consideration Shares are to be sold, the Company shall appoint a person to act as attorney or agent for the New Member pursuant to this Article and such person shall be authorised on behalf of such New Member to procure that any shares in respect of which the Company has made such determination shall, as soon as practicable following the allotment, issue or transfer of such shares, be sold, including being authorised to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer on behalf of the New Member (whether as a deed or otherwise). The net proceeds of such sale (after the deduction of all expenses and commissions incurred in connection with such sale, including any value added tax payable on the proceeds of sale), or the cash amount equal to the value of the Consideration Shares, shall be paid to the persons entitled thereto in due proportions as soon as practicable, save that any fractional cash entitlements shall be rounded down to the nearest whole penny; and

131.3.2 any New Member may, prior to the issue or transfer of any Post-Scheme Shares to such New Member pursuant to the exercise of an option or satisfaction of an award under any of the Company’s share plans, give not less than five business days’ written notice to the Company in such manner as the board shall prescribe of their intention to transfer some or all of the Post-Scheme Shares to their spouse or civil partner. Any such New Member may, if such notice has been validly given, on such Post-Scheme Shares being issued or transferred to such New Member, immediately transfer to their spouse or civil partner any such Post-Scheme Shares, provided that such Post-Scheme Shares shall then be immediately transferred from that spouse or civil partner to the Purchaser pursuant to this Article as if the spouse or civil partner were a New Member. Where a transfer of Post-Scheme Shares to a New Member’s spouse or civil partner takes place in accordance with this Article, references to the “New Member” in this Article shall be taken as referring to the spouse or civil partner of the New Member.

If notice has been validly given pursuant to this Article but the New Member does not immediately transfer to their spouse or civil partner the Post-Scheme Shares in respect of which notice was given, such shares shall be transferred directly to Barratt (or as it may direct) pursuant to this Article.

131.4 The Consideration Shares allotted and issued or transferred to a New Member (or nominee) pursuant to paragraph 131.3 of this Article shall be credited as fully paid and shall rank equally in all respects with all other fully paid Barratt Shares in issue at that time (other than as regards any dividend or other distribution payable by reference to a record date preceding the date of allotment or transfer) and shall be subject to the articles of association of Barratt from time to time.

131.5 On any reorganisation of, or material alteration to, the share capital of either the Company or Barratt (including, without limitation, any subdivision and/or consolidation) effected after the Effective Date, the number of Consideration Shares to be allotted and issued or transferred to a New Member for each Post-Scheme Share pursuant to paragraph 131.3 of this Article may be adjusted by the Directors in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or material alteration. References in this Article to “ordinary shares”, “Redrow Shares” and/or “New Barratt Shares” shall, following such adjustment, be construed accordingly.

131.6 No fraction of a Consideration Share shall be allotted, issued or transferred to a New Member (or nominee) pursuant to this Article. Any fraction of a Consideration Share to which a New Member would otherwise have become entitled shall be aggregated with the fractional entitlements of any other New Members whose shares are being transferred under this Article on the same date and the maximum whole number of Consideration Shares resulting therefrom shall be allotted and issued to a person appointed by Barratt. Such Consideration Shares shall then be sold in the market as soon as practicable after their allotment and issue, and the net proceeds of sale (after the deduction of all expenses and commissions incurred in connection with such sale, including any value added tax payable on the proceeds of sale) shall be paid in sterling to the persons entitled thereto in due proportions (rounded down to the nearest penny), except that individual entitlements to amounts of £5.00 or less shall be retained for the benefit of Barratt.

131.7 To give effect to any transfer of Post-Scheme Shares, the Company may appoint any person as attorney or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and do all such other things and execute and deliver all such documents (whether as a deed or otherwise) as may in the opinion of the attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and, pending such vesting, to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form or forms of transfer or other instrument or instruction of transfer (whether as a deed or otherwise) on behalf of the New Member in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate

to the New Member for the Post-Scheme Shares. Barratt shall allot and issue or transfer the Consideration Shares to the New Member and send a cheque in sterling drawn on a UK clearing bank in favour of the New Member in respect of any fractional entitlements no later than 14 days after the date of the issue or transfer of the Post-Scheme Shares to the New Member unless: (a) the Company, in its sole discretion, determines in accordance with Article 131.3.1 in respect of any New Member with a registered address in a jurisdiction outside the United Kingdom or whom the Company reasonably believes to be a citizen, resident or national of a jurisdiction outside the United Kingdom that such Consideration Shares shall be sold in which case the Consideration Shares shall be sold and the net proceeds of sale distributed to the persons so entitled in accordance with Article 131.3.1; or (b) the Company, in its sole discretion, determines in accordance with Article 131.3.1 in respect of any New Member with a registered address in a jurisdiction outside the United Kingdom or whom the Company reasonably believes to be a citizen, resident or national of a jurisdiction outside the United Kingdom that a cash amount equal to the value of the Consideration Shares shall be paid to the New Member, in which case Barratt shall send a cheque in sterling drawn on a UK clearing bank in favour of the New Member for the consideration for such Post-Scheme Shares and in respect of any fractional entitlements no later than 14 days after the date of the issue or transfer of the Post-Scheme Shares to the New Member.

131.8 Notwithstanding any other provision of these Articles, neither the Company nor the Directors shall register the transfer of any Scheme Shares between the Scheme Record Time and the Effective Date.”



Beth Ford
Group Company Secretary