

VISTRY GROUP PLC

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of Vistry Group PLC (the “**Company**”) will be held at Company’s Head Office at 11 Tower View, Kings Hill, West Malling, Kent ME19 4UY on 14 July 2020 at 12.00 noon (or any adjournment thereof) for the purposes of considering and, if thought fit, passing the following ordinary resolutions of the Company (the “**Resolutions**”).

Ordinary resolutions

- 1 **THAT** the directors of the Company (“**Directors**”) be and are hereby generally and unconditionally authorised to capitalise a sum of up to £2,184,996 from retained profits of the Company and apply any such sums in paying up in full 4,369,992 ordinary shares of £0.50 each in the capital of the Company, to existing Shareholders recorded on the register of members of the Company at 6.00 p.m. on 27 December 2019 (the “**Bonus Issue**” and the “**Bonus Issue Shares**”) provided that this power shall be limited to the allotment of Shares to ordinary shareholders who would have been entitled to it if it were distributed by way of dividend and in the same proportions 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 such powers to expire at the conclusion of the Company’s next annual general meeting after this resolution is passed.
- 2 **THAT**, in respect of the Bonus Issue Shares, the Directors be and hereby are generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (in addition, to the extent unutilised, the authorities conferred upon the Directors of the Company by Article 7 of the Company’s articles of association and approved by the shareholders of the Company at the Company’s annual general meeting held on 20 May 2020, which remains in full force and effect and without prejudice to the continuing authority of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which any such offer or agreement was made) to:
 - (a) exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company for the purposes of issuing the Bonus Issue Shares pursuant to the Bonus Issue up to an aggregate nominal amount of £2,184,996 (representing 2.01 per cent. of the issued ordinary share capital of the Company as at 17 June 2020, being the latest practicable date before publication of this document (the “**Latest Practicable Date**”)) credited as fully paid, with authority to deal with fractional entitlements arising out of such allotment as they think fit and take all such other steps as they may in their absolute discretion deem necessary, expedient or appropriate to implement such allotments in connection with the Bonus Issue, such authority to expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of the next annual general meeting of the Company to be held in 2021; and
 - (b) make offers and enter into agreements in connection with the Bonus Issue 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 expiry of this authority, and the Directors of the Company may allot shares and grant rights in pursuance of such offers or agreements as if this authority had not expired.

By order of the Board

M T D Palmer

Group Company Secretary

18 June 2020

Registered office

11 Tower View
Kings Hill
West Malling, Kent
United Kingdom
ME19 4UY

Registered in England and Wales No. 00306718

Notes

Impact of COVID-19 on the General Meeting

- 1 In view of the restrictions introduced by the UK Government in response to COVID-19, in particular the current UK Government prohibitions on public gatherings and guidance on social distancing, it is intended that the General Meeting will be held with the minimum number of attendees to satisfy the requirements for a quorate meeting. Shareholders are asked not to attend the General Meeting in person and, in the interests of safety, any attempted entry to the meeting will be refused. Shareholders are strongly encouraged to vote by proxy.
- 2 The UK Government is likely to change current restrictions and/or implement further measures relating to the holding of general meetings during the affected period. The Company continues to closely monitor the situation and any necessary changes to the arrangements for the General Meeting will be communicated to shareholders before the General Meeting through the Company's website at <https://www.vistrygroup.co.uk/2020> and, where appropriate, by RIS announcement.

Proxy appointment

- 3 A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the General Meeting. A proxy need not be a shareholder of the Company. As explained in the Chairman's letter on pages 4 and 5 of this document, **in view of the UK Government's latest guidance, you should not attempt to attend the General Meeting and shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy and provide voting instructions to the proxy in advance of the General Meeting.** Appointment of any person other than Chairman of the meeting would result in a member's votes not being cast, as third party proxies will not be permitted entry to the General Meeting unless the UK Government's guidance and legislation in respect of COVID-19 change prior to the date of the General Meeting.
- 4 To appoint a proxy, the enclosed Form of Proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) must be either (a) sent to the Company's Registrar Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Notes 10 – 13 below or (c) the proxy appointment must be registered electronically on the website at www.investorcentre.co.uk/eproxy, in each case so as to be received no later than 12.00 noon on 10 July 2020, or in the case that the meeting is adjourned, not less than 48 hours before the time appointed for the adjourned meeting.

Nominated persons

- 5 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("**Nominated Persons**"). Nominated Persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Information about shares and voting

- 6 The total number of issued ordinary shares in the Company as the Latest Practicable Date is 217,796,690, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 17 June 2020 is 217,796,690.
- 7 As soon as practicable following the General Meeting, the results of the voting will be announced via a RIS announcement and also placed on the Company's website.

Right to vote

- 8 Entitlement to vote at the General Meeting by appointing a proxy, and the number of votes which may be cast at the General Meeting, will be determined by reference to the Company's register of members at 10.00 p.m. on 10 July 2020 or, if the meeting is adjourned, not later than 48 hours before the time appointed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
- 9 Participants of the Vistry Group PLC Share Incentive Plan may instruct the trustee to vote on their behalf by appointing a proxy.

CREST members

- 10 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
- 11 In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual (available at www.euroclear.com/CREST). The message (regardless of whether it constitutes the appointment of a proxy, the revocation of a proxy appointment or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare (under CREST participant ID 3RA50) by the latest times for receipt of proxy appointments specified in Note 4 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to him by other means.
- 12 CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of any CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 13 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

- 14 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Questions

- 15 Your views are important to us and to ensure that engagement can continue, shareholders are invited to submit any questions to the Board by email to investor.relations@vistrygroup.co.uk or by post to the Group Company Secretary at 11 Tower View, Kings Hill, West Malling, Kent ME19 4UY by 12.00 noon on 13 July 2020. We will consider all questions received and provide a written response. We will also provide a Q&A on our website in advance of the General Meeting. Questions may not be answered where (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on our website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company that the question be answered.

Website information

- 16 A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at <https://www.vistrygroup.co.uk/2020>.

Use of electronic address

- 17 Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed Form of Proxy) to communicate with the Company for any purposes other than those expressly stated. Shareholders who have general queries about the General Meeting should use the following methods of communication:
- (a) by writing to the Company Secretary at the registered office address; or
 - (b) by writing to the Company’s Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY,

to communicate with the Company for any purposes other than those expressly stated.

Treasury shares

- 18 As at the Latest Practicable Date, the Company had no shares held in treasury.

Data protection statement

- 19 Your personal data includes all data provided by you, or on your behalf, which relates to you as a Shareholder, including your name and contact details, the votes you cast and your “Reference Number” (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company’s Registrar) may process your personal data for the purposes of compiling and updating the Company’s records, fulfilling its legal obligations and processing the shareholder rights you exercise.