

Company Number: 00306718
The Companies Act 2006

Public Company Limited by Shares

**Ordinary and Special Resolutions
of Vistry Group PLC**

Passed on 18 May 2022

At the Annual General Meeting of Vistry Group PLC, duly convened and held at and broadcast from 550 Oracle Parkway, Thames Valley Park, Reading, Berkshire, RG6 1PT on Wednesday, 18 May 2022 the following resolutions were duly passed, resolutions 16 and 17 as Ordinary Resolutions and resolutions numbered 18 to 21 as Special Resolutions:

Ordinary Resolution

Resolution 16 – Adoption of the Deferred Bonus Scheme

That the rules of the Vistry Group Deferred Bonus Plan 2022 (the '2022 DBP'), are hereby approved and adopted and that the directors are hereby authorised to do all such other acts and things as they may consider appropriate to implement the 2022 DBP, including making such modifications as the directors consider appropriate to take account of the requirements of the Listing Rules and best practice.

Resolution 17 – Authority to allot shares

That the directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company pursuant to and in accordance with section 551 of the 2006 Act:

- (a) up to an aggregate nominal amount of £37,031,992; and
- (b) comprising equity securities (as defined in section 560(1) of the 2006 Act) up to an aggregate nominal amount of £74,027,985 (including within such limit any shares issued or rights granted under paragraph (a) (above) in connection with an offer by way of a rights issue to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply (unless previously renewed, varied or revoked by the Company in a general meeting) until the conclusion of the Annual General Meeting of the Company in 2023 or 15 months from the date of this resolution, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after the authority ends and the directors may allot shares and grant rights under any such offer or agreement as if the authority had not ended.

Special Resolutions

Resolution 18 - General authority to disapply pre-emption rights

That, subject to the passing of resolution 17, and in place of all existing powers, the directors be authorised pursuant to sections 570 and 573 of the 2006 Act to allot equity securities (as defined in section 560(1) of the

2006 Act) wholly for cash pursuant to the authority given by that resolution as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority:

- (a) to be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 17(b) by way of a rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (b) to be limited, in the case of the authority granted under resolution 17(a), to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) up to an aggregate nominal amount of £5,557,657,

such authorities to apply (unless previously renewed, varied or revoked by the Company in a general meeting) until the conclusion of the Annual General Meeting of the Company in 2023 or 15 months from the date of this resolution, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after the authority ends and the directors may allot shares and grant rights under any such offer or agreement as if the authority had not ended.

Resolution 19 - Additional authority to disapply pre-emption rights

That, subject to the passing of resolution 17 and in addition to any authority granted under resolution 18, the directors be generally empowered authorised pursuant to sections 570 and section 573 of the 2006 Act, to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by resolution 17 as if section 561(1) of the 2006 Act did not apply to any such allotment, such authority:

- (a) be limited to the allotment of equity securities to an aggregate nominal amount of £5,557,657; 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 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 apply (unless previously renewed, varied or revoked by the Company in a general meeting) until the conclusion of the Annual General Meeting of the Company in 2023 or 15 months from the date of this resolution, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after the authority ends and the directors may allot shares and grant rights under any such offer or agreement as if the authority had not ended.

Resolution 20 – Notice of general meeting

That, and until the Company's Annual General Meeting in 2023, a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Resolution 21 – Authority to purchase own shares

That the Company be and is hereby granted general and unconditional authority, for the purposes of section 701 of the 2006 Act, to make market purchases (within the meaning of section 693(4) of the 2006 Act) of the ordinary shares of 50 pence each in its capital PROVIDED THAT:

- (a) this authority shall be limited so that the number of ordinary shares of 50 pence each which may be acquired pursuant to this authority does not exceed an aggregate of 22,230,626 ordinary shares and shall expire at the conclusion of the next Annual General Meeting of the Company in 2023 (except in relation to the purchase of ordinary shares the contract for which was concluded before such time and which is executed wholly or partly after such time);
- (b) the maximum (exclusive of expenses) price which may be paid for each ordinary share shall be the higher of:
 - (i) an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Company agrees to buy the ordinary shares; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS); and
- (c) the minimum price (exclusive of expenses) which may be paid for an ordinary share shall be 50 pence.

This authority shall expire at the conclusion of the Annual General Meeting of the Company in 2023 after the passing of this resolution, or, if earlier, 15 months after the date on which this resolution is passed but, in each case, prior to its expiry the Company may enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of this authority.



Company Secretary

18 May 2022

Dated