

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are recommended to seek your own advice from your stockbroker, solicitor, accountant or other appropriate adviser.

If you have sold or transferred your entire holding of ordinary shares in MJ Gleeson plc please send this document (together with the Proxy Form) as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

## **MJ GLEESON PLC**

(incorporated in England and Wales under the Companies Act 2006  
with registered number 09268016)

# **NOTICE OF ANNUAL GENERAL MEETING**

As you have agreed to accept receipt of accounts electronically, accounts for the year ended 30 June 2015 are available for download from:

<http://mj.gleeson-homes.co.uk/investor-relations/annual-interim-results>

This document should be read as a whole and in conjunction with the accompanying Proxy Form. Your attention is drawn to the letter from the Chairman of MJ Gleeson plc which is set out on pages 1 to 4 of this document recommending, on behalf of the Directors, that you vote in favour of the resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting, to be held at The Royal Automobile Club, 89 Pall Mall, London, SW1 5HS at 11:30 a.m. on Friday 11 December 2015, is set out on pages 5 to 8 of this document. Enclosed with this document is a Proxy Form for use in respect of the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting you are requested to either complete, sign and return the hard copy Proxy Form as soon as possible, and in any event, so as to be received by PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF not later than 11:30 a.m. on 9 December 2015 or complete an electronic Proxy Form (by logging onto [www.capitashareportal.com](http://www.capitashareportal.com)) and submit it not later than 11:30 a.m. on 9 December 2015. If you hold shares in CREST you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Capita Registrars (CREST Participant ID RA10) so that it is received no later than 11:30 a.m. on 9 December 2015. Completion and return of a Proxy Form (either in hard copy or electronic form) or CREST Proxy Instruction will not prevent shareholders from attending and voting in person at the Annual General Meeting should they so wish.

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# LETTER FROM THE CHAIRMAN OF MJ GLEESON PLC

(Registered in England and Wales under the Companies Act 2006 with registered number 09268016)

Registered Office: 6 Europa Court, Sheffield Business Park, Sheffield, S9 1XE.

## Directors

Dermot Gleeson (Chairman)  
Jolyon Harrison (Chief Executive Officer)  
Stefan Allanson (Chief Financial Officer)  
Ross Ancell (Non-Executive Director)  
Colin Dearlove (Non-Executive Director and Senior Independent Director)  
Christopher Mills (Non-Executive Director)

29 October 2015

**To the ordinary shareholders and, for information only, to participants in the MJ Gleeson plc Share Purchase Plan.**

Dear Shareholder

## Introduction

The Annual General Meeting (the “AGM”) of MJ Gleeson plc (the “Company”) is to be held at The Royal Automobile Club, 89 Pall Mall, London SW1 5HS on Friday, 11 December 2015 at 11:30am. The formal notice of the AGM of the Company (the “Notice”) and the resolutions to be proposed at the AGM (the “Resolutions”) are set out on pages 5 to 11 of this document. In addition to the ordinary business of an AGM there are a number of items of special business to be transacted at the meeting.

## THE RESOLUTIONS

### Ordinary Business

Resolutions 1 to 10 will be proposed as ordinary resolutions.

### Annual Report and Accounts for the year ended 30 June 2015

Resolution 1 deals with the receipt and adoption of the annual financial statements of the Company and the reports of the Directors and Auditor for the year ended 30 June 2015.

### Final dividend in respect of the year ended 30 June 2015

The Board recognises the importance of both capital growth and dividend income to our existing and potential shareholders. Resolution 2 deals with the recommendation of the Directors that a final dividend of 7.3p per ordinary share be paid to shareholders on 17 December 2015 that were on the register at the close of business on 20 November 2015.

### Re-appointment of Directors

Resolution 3 deals with the reappointment of Stefan Allanson who was appointed by the Board to be a Director on 31 July 2015 and offers himself for reappointment in accordance with the articles of association of the Company. Resolutions 4 to 8 deal with the re-appointment of all of the other Directors who also offer themselves for re-appointment in accordance with the articles of association of the Company. Biographical information on all the Directors is set out on pages 30 and 31 of the Annual Report and Accounts for the year ended 30 June 2015 dispatched with this circular.

### Re-appointment of Auditor

Resolution 9 deals with the re-appointment of KPMG LLP as Auditor of the Company and the grant of authority for the Directors to determine the Auditor’s remuneration for the year ending 30 June 2016.

### Directors Remuneration

Resolution 10 seek shareholders’ approval of the Directors’ Remuneration Report as set out on pages 44 to 57 of the Annual Report and Accounts for the year ended 30 June 2015.

## SPECIAL BUSINESS

### Share Capital

Resolution 11, which will be proposed as an ordinary resolution, seeks to confer on the Directors the authority to allot ordinary shares and other shares in the Company or grant rights to subscribe for, or convert any security into shares in the Company (“relevant securities”) up to an aggregate nominal amount of £357,980 (representing approximately one third of the Company’s issued ordinary share capital as at 25 September 2015). This authority will expire fifteen months from the date of the passing of the Resolution or at the conclusion of the next Annual General Meeting, if earlier, and will revoke the previous authorities to the extent that they have not already been utilised. Your Directors have no present intention of issuing any share capital of the Company, save in respect of employee share schemes, but the passing of the Resolution will enable your Directors to take advantage of any opportunities which may arise. As at 26 September 2015 the Company held none of its own shares as treasury shares.

As special business at the Annual General Meeting, the Directors will also seek shareholders' approval of three special resolutions, as follows:

Resolution 12 seeks to give the Directors power, pursuant to the authority to allot granted by Resolution 11, to allot equity securities, as defined by section 560(1) of the Companies Act 2006 (the "2006 Act") for cash without first offering them to existing shareholders in proportion to their existing holdings for a period of fifteen months from the date of the passing of the Resolution or until the conclusion of the next Annual General Meeting, if earlier, in respect of the allotment of shares having a maximum aggregate nominal value of £53,697, which is equivalent to approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 25 September 2015.

Pursuant to the authority to allot granted by Resolution 11 and in accordance with the articles of association of the Company, the Directors will also have the power to allot securities for cash without first offering them to existing shareholders in proportion to their existing holdings for a period of fifteen months from the date of the passing of the Resolution or until the conclusion of the next Annual General Meeting, if earlier, in respect of any rights issue, open offer or other pre-emptive offer up to a maximum nominal amount of £357,980 which represents approximately one third of the Company's issued ordinary shares (excluding treasury shares) as at 25 September 2015.

Resolution 13, if passed, will authorise the Company to make one or more market purchases of its own shares having a maximum aggregate nominal value of £107,395, being equivalent to approximately 10% of the issued share capital at 25 September 2015. The maximum and minimum prices which may be paid for each ordinary share pursuant to this authority are as specified in Resolution 13. Your Directors have no immediate plans to utilise this proposed authority but consider it desirable for it to be available to provide additional flexibility in the management of the Company's capital resources. The Directors would exercise this authority only if they believed that to do so would be in the interests of the shareholders generally and would be likely to result in an increase in earnings per share ("EPS"). Any EPS targets included in employee share incentive schemes would be adjusted to take account of any buyback. If any shares are purchased pursuant to this authority they will be cancelled by the Company.

#### **Notice of General Meetings**

Before the coming into force of the Companies (Shareholder Rights) Regulations 2009 on 3 August 2009, the Company was able to call general meetings, other than an Annual General Meeting, on 14 clear days' notice without obtaining shareholder approval. Changes made to the 2006 Act by these Regulations increase the notice period required for general meetings of the Company to 21 clear days' unless shareholders approve a shorter notice period (which cannot however be less than 14 clear days) and provided that certain conditions are met. Annual General Meetings will continue to be held on at least 21 clear days' notice. One condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility allowing shareholders to appoint a proxy by means of a website. The Company provides this facility (please see "Action to be taken" below and the notes to the Notice of the meeting below for the Company's arrangements for electronic proxy appointment). The other condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 clear days to 14 clear days. Therefore, in order to continue to be able to call general meetings on 14 clear days' notice, Resolution 14 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

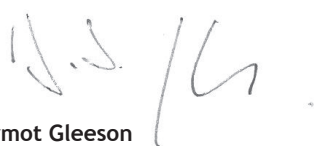
#### **Action to be taken**

Accompanying this document is a hard copy Proxy Form for use in relation to the Annual General Meeting. Proxy Forms should be completed and returned in accordance with the instructions printed thereon, so that they arrive at the Company's registrars, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF as soon as possible and in any event not later than 11:30 a.m. on Tuesday, 9 December 2015. Electronic proxy appointment is available for this year's Annual General Meeting. Electronic proxy appointment enables shareholders to lodge their proxy appointment by electronic means via the website provided by the Company's registrars, Capita Asset Services at [www.capitashareportal.com](http://www.capitashareportal.com). If you hold shares in CREST you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Capita Registrars (CREST Participant ID: RA10) so that it is received no later than 11:30 a.m. on 9 December 2015. Completion and return of a Proxy Form (in either hard copy or electronic form) or CREST Proxy Instruction will not prevent shareholders from attending and voting in person at the Annual General Meeting should they so wish. Please note that all Proxy Forms (in hard copy or electronic form) and CREST Proxy Instructions, must be received by the Company's registrars, Capita Asset Services no later than 11:30 a.m. on 9 December 2015.

#### **Recommendation**

Your Directors consider that each of the proposed Resolutions in the Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that shareholders vote in favour of the Resolutions as they intend to do in relation to their beneficial holdings, where appropriate, amounting in aggregate to 14,601,387 shares (representing approximately 27.2% of the issued share capital of the Company).

Yours sincerely

  
**Dermot Gleeson**  
Chairman

# NOTICE OF ANNUAL GENERAL MEETING (THE “NOTICE”)

Notice is hereby given that the Annual General Meeting of MJ Gleeson plc (the “Company”) will be held at The Royal Automobile Club, 89 Pall Mall, London SW1 5HS at 11:30 a.m. on Friday, 11 December 2015 for the following purposes:

## ORDINARY BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions:

1. To receive and adopt the Report of the Directors and the financial statements together with the Auditor’s Report for the year ended 30 June 2015.
2. To approve the recommendation of the Directors that a final dividend of 7.3p per ordinary share be declared.
3. To re-appoint Stefan Allanson as a Director of the Company following his appointment by the Board on 31 July 2015.
4. To re-appoint Dermot Gleeson, who offers himself for re-appointment, as a Director of the Company.
5. To re-appoint Jolyon Harrison, who offers himself for re-appointment, as a Director of the Company.
6. To re-appoint James Ross Ancell, who offers himself for re-appointment, as a Director of the Company.
7. To re-appoint Christopher Mills, who offers himself for re-appointment, as a Director of the Company.
8. To re-appoint Colin Dearlove, who offers himself for re-appointment, as a Director of the Company.
9. To re-appoint KPMG LLP as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at which the financial statements are to be laid and to authorise the Directors of the Company to determine their remuneration.
10. To approve the Directors’ Remuneration Report for the year ended 30 June 2015.

## SPECIAL BUSINESS

To consider and, if thought fit, pass the following ordinary resolution:

11. That for the purposes of section 551 of the Companies Act 2006 (the “2006 Act”) the Directors be and are hereby generally and unconditionally authorised in accordance with Article 8 of the articles of association of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company (“relevant securities”) of a nominal amount of £357,980 (being the “Section 551 Amount” for the purposes of such Article 8) for a period expiring at the conclusion of the Company’s next Annual General Meeting or, 15 months from the date of the passing of this Resolution, if earlier being (the “prescribed period” for the purposes of such Article 8) upon the terms set out in the said Article 8.

To consider and, if thought fit, pass the following special resolutions:

12. That subject to and conditionally upon the passing of Resolution 11, the Directors be and they are hereby given the power pursuant to section 570 of the 2006 Act and in accordance with Article 8 of the Articles of Association to allot equity securities for cash and to sell equity securities (as defined in section 560(1) of the 2006 Act) if, immediately before such sale, such shares are held by the Company as treasury shares (within the meaning of section 724(5) of the Act) in each case during the prescribed period referred to in Resolution 11 up to an aggregate nominal amount of £53,700 (being the “Section 561 Amount” for the purposes of the said Article 8) upon the terms set out in the said Article 8 (but in the case of an allotment pursuant to the authority conferred by paragraph (B) of Resolution 11, such powers shall be limited to the allotment of equity securities in connection with a rights issue only).
13. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (as defined in Section 693 (4) of the 2006 Act) on the London Stock Exchange of any of its own ordinary shares provided that:
  - (i) the maximum aggregate nominal value of ordinary shares hereby authorised to be purchased is £107,395;
  - (ii) the minimum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the nominal value of each ordinary share;
  - (iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the highest of (a) an amount equal to 5% above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased and (b) 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 on the trading venues where the purchase is carried out;
  - (iv) unless previously revoked or varied, the authority hereby conferred shall expire on whichever is the earlier of:
    - (a) the date 15 months from the date of the passing of this Resolution; or
    - (b) the conclusion of the next Annual General Meeting of the Company; and
  - (v) the Company may make a contract or contracts to purchase its own ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed by the Directors wholly or partly after the expiry date of such authority, and may make a purchase of its own ordinary shares in pursuance of any such contract or contracts.
14. That a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days’ notice.

By order of the Board



S P Allanson  
Company Secretary

29 October 2015

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. A copy of all contracts of service and letters of appointment between the Company and its Directors may be inspected at the Company's registered office during normal business hours on any weekday (excluding public holidays) from the date of this Notice until the date of the Annual General Meeting and at the place of the meeting for 15 minutes prior to the meeting and at the meeting itself.
2. A member may appoint one or more proxies to attend, speak and vote on his or her behalf at the Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form (the "Proxy Form"). A proxy need not be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the Proxy Form are set out in these notes and in the notes to the Proxy Form.
3. A proxy may be appointed by any of the following methods:
  - completing and returning the enclosed hard copy Proxy Form (and any power of attorney or other authority under which it is executed or a notarially certified copy thereof) and depositing it with the Company's registrars, Capita Asset Services at the address below;
  - registering electronically by submitting an electronic Proxy Form by logging onto [www.capitashareportal.com](http://www.capitashareportal.com). Full details of the procedures are given on the website; or
  - in the case of a CREST member, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
4. To be valid, any hard copy Proxy Form or other instrument appointing the proxy and any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or other authority must be lodged with the Company's registrars, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF no later than 11:30 a.m. on 9 December 2015. Any amendments that the shareholder makes to the Proxy Form must be initialled by him/her.
5. As an alternative to completing and returning the hard copy Proxy Form, you may submit your Proxy Form electronically by accessing [www.capitashareportal.com](http://www.capitashareportal.com). To be valid any electronic Proxy Form must be received by the Company's registrars, Capita Asset Services, no later than 11:30 a.m. on 9 December 2015.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, contact the Company's registrars, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF.
7. A hard copy Proxy Form is enclosed and instructions for use are shown on the form. The return of a completed Proxy Form (either in hard copy form or electronic form) or any CREST Proxy Instruction (as described in notes 15 to 17 below) will not prevent a shareholder attending the Annual General Meeting and voting in person should they decide afterwards to do so.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members.
9. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
10. Any person to whom this Notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
11. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3, 5, 6 and 7 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by shareholders of the Company.
12. Only those shareholders who are registered on the register of members of the Company at 6 p.m. on 9 December 2015 (or, if the meeting is adjourned, shareholders entered on such register 48 hours (excluding non-working days) before the time fixed for the adjourned meeting) shall be entitled to attend the Annual General Meeting and to vote in respect of the number of shares registered in their names at the time. Changes to entries on the register of members after 6 p.m. on 9 December 2015 or, if the meeting is adjourned, not less than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting, shall be disregarded in determining the rights of any person to attend and/or vote at the Annual General Meeting.
13. As at 28 October 2015 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 53,697,480 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 28 October 2015 are 53,697,480.



14. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournments of it by utilising the procedures described in the CREST Manual. CREST personal members and other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
15. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is 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 the issuer's agent (CREST participant ID: RA10) by the latest time(s) for receipt of proxy appointments specified in this notice. For this purpose the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company'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 proxies appointed through CREST should be communicated to the appointee through other means.
16. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal systems timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. 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(s) to procure that his CREST sponsor or voting service provider(s) take(s)) 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 services provider(s) are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
17. 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.
18. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
19. In order to revoke a proxy instruction and terminate the authority of a person to act as proxy this may be done by notice in writing delivered to the Registrar not later than the last time at which a Proxy Form should have been received to be valid in accordance with notes 4 and 5 above.
20. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous meeting at which Annual Accounts and Reports were laid in accordance with section 437 of the 2006 Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required to publish on a website under section 527 of the 2006 Act.
21. 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 where more than one corporate representative is appointed, they do not do so in relation to the same shares.
22. Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
23. A copy of this Notice, and other information required by section 311A of the 2006 Act, can be found at [www.mjgleeson.com](http://www.mjgleeson.com).
24. Under sections 338 and 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form,

must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

25. Any website or electronic address (within the meaning of section 333(4) of the Act) provided either in this Notice of Annual General Meeting or in any related documents (including the Chairman's letter and the Proxy Form) may not be used to communicate with the Company for any purposes other than those expressly stated.