

Company No: 00296805

The Companies Act 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS of TAYLOR WIMPEY PLC (the "Company")

PASSED 23 APRIL 2024

At the Annual General Meeting of the above-named Company, duly convened and held in the Gerrards Suite at the Crowne Plaza Gerrards Cross, Oxford Road, Beaconsfield, HP9 2XE on Tuesday 23 April 2024 at 10:30am the following resolutions were duly passed, as to resolutions 14, 18 and 19 as ordinary resolutions and as to resolutions 15 to 17 and 20 as special resolutions:

ORDINARY RESOLUTION

Resolution 14:

THAT the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company: a. up to a nominal amount of £11,788,539 (such amount to be reduced by any allotments or grants made under paragraph b below, in excess of £11,788,539); and b. comprising equity securities (as defined in the Companies Act 2006) up to a nominal amount of £23,577,078 (such amount to be reduced by any allotments or grants made under paragraph a above) in connection with an offer by way of a rights issue: i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and ii. to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary, and so the Board may impose any limits or restrictions and make any arrangements which it considers 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, such authorities to apply until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 22 July 2025) but, in each case, so that the Company may make offers and enter into agreements during this period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends; and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

Resolution 15:

That if resolution 14 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

a. to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph b of resolution 14, by way of a rights issue only):

i. to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings;
and

ii. to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers 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 matters; and

b. in the case of the authority granted under paragraph a of resolution 14 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a above) up to a nominal amount of £3,536,561.

c. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a or paragraph b above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph b above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 28 of 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 power to apply until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 22 July 2025) but, in each case, during this period 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 ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Resolution 16:

That if resolution 14 is passed, the Board be given the power in addition to any power granted under resolution 15 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority granted under paragraph a of resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3,536,561; such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines 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; and
- b. limited to the allotment of equity securities or sale of shares (otherwise than under paragraph a above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph a above, such authority to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of 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 power to apply until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 22 July 2025) but, in each case, during this period 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 ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not ended.

Resolution 17:

That the Company be authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of the ordinary shares of 1 pence each of the Company (ordinary shares), provided that:

- a. the maximum number of ordinary shares hereby authorised to be purchased shall be 353,656,100;

- b. the minimum price (exclusive of expenses) which may be paid for ordinary shares is 1 pence per ordinary share;
- c. the maximum price (exclusive of expenses) which may be paid for an ordinary share is the highest of:
 - i. an amount equal to 105% of 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 such ordinary share is purchased; and
 - ii. the higher of the price of the last independent trade and the highest independent bid on the trading venues where the purchase is carried out;
- d. the authority hereby conferred shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company and 22 October 2025 unless such authority is renewed prior to such time; and
- e. the Company may make contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may purchase ordinary shares in pursuance of any such contracts, as if the authority conferred by this resolution had not expired.

SPECIAL BUSINESS

ORDINARY RESOLUTIONS

Resolution 18:

That the Directors' Remuneration Report for the year ended 31 December 2023, as set out on pages 131 to 133 and 140 to 152 of the Annual Report and Accounts for the financial year ended 31 December 2023, be approved in accordance with Section 439 of the Companies Act 2006.

Resolution 19:

That in accordance with Sections 366 and 367 of the Companies Act 2006, the Company and all companies which are its subsidiaries when this resolution is passed are authorised to:

- a. make political donations to political parties and/or independent election candidates not exceeding £250,000 in aggregate;
- b. make political donations to political organisations other than political parties not exceeding £250,000 in aggregate; and
- c. incur political expenditure not exceeding £250,000 in aggregate, during the period beginning with the date of passing this resolution and the conclusion of the next Annual General Meeting of the Company.

For the purposes of this resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings given by Sections 363 to 365 of the Companies Act 2006.

SPECIAL RESOLUTION

Resolution 20:

That a general meeting other than an Annual General Meeting of the Company may continue to be called on not less than 14 clear days' notice.