



BARRATT
DEVELOPMENTS PLC

To be held on 14 November 2012

NOTICE OF ANNUAL GENERAL MEETING





BARRATT

DEVELOPMENTS PLC

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 as soon as possible.

If you have sold or otherwise transferred all of your shares in Barratt Developments PLC, please pass this document to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass this document to the person who now holds the shares.

4 October 2012

To the holders of ordinary shares in Barratt Developments PLC (the 'Company')

Dear Shareholder,

Annual General Meeting 2012

I am pleased to enclose the notice for the fifty-fourth annual general meeting (the 'AGM') of the Company. The AGM will be held at 2.30 p.m. on Wednesday 14 November 2012 at the Royal College of Physicians, 11 St Andrews Place, Regent's Park, London NW1 4LE. For directions please see the map on the last page of this document.

The notice convening the AGM (the 'Notice') is set out on pages 4 to 6. The explanatory notes for the business to be transacted at the AGM are set out on pages 6 to 9 of this document.

2012 Annual Report and Accounts

The Annual Report and Accounts for the year ended 30 June 2012 are also enclosed. A resolution to receive and consider the reports of the auditor and directors and the accounts for the year ended 30 June 2012 is included in the business of the AGM (Resolution 1).

Election and Re-election of Directors

Our Articles of Association require that any director appointed by the Board must retire at the first annual general meeting following their appointment and that certain of the current directors must retire at each annual general meeting dependent on the length of their service and the period that has elapsed since their last re-election. However, in accordance with the requirements of the UK Corporate Governance Code and in order to increase accountability, each of the directors will retire at this year's AGM and, with the exception of Bob Davies, will stand for election or re-election by shareholders. I therefore ask you to support the election and re-election (as applicable) of each of the directors, who have all confirmed their intention to offer themselves for election or re-election at the AGM. Biographical details for each director can be found on page 7 of this document and pages 40 to 41 of the 2012 Annual Report and Accounts.

As announced on 25 July 2012, Bob Davies will step down from his positions as a Non-Executive Director, Chairman of the Remuneration Committee and the Senior Independent Director of the Company with effect from the conclusion of the AGM. Subject to respective election and re-election, Richard Akers will succeed Bob Davies as the Chairman of the Remuneration Committee and Mark Rolfe will take over as the Senior Independent Director with effect from the conclusion of the AGM. Both appointments are of course subject to each of them being elected and re-elected respectively as directors of the Company by shareholders at the AGM.

Barratt Developments PLC Long-Term Performance Plan (the 'LTTP')

The LTTP was initially approved by shareholders at the Company's annual general meeting in November 2003. The 10 year limit on powers to grant any awards under the LTTP is due to expire on 12 November 2013. To ensure that we can continue to make awards under the LTTP, we will be seeking your approval at the AGM to renew the LTTP for a further 10 years to 12 November 2023. Further details can be found in the explanatory notes on page 8 and in Appendix A on pages 10 to 11 of this document. We believe that the LTTP, by rewarding participants only if challenging performance targets are met, continues to support the alignment of the interests of executives and employees with those of shareholders.

Attendance at the AGM and Appointment of Proxies

If you wish to attend the AGM in person, please bring with you the attendance card accompanying the Notice, which will authenticate your right to attend, speak and vote at the AGM and assist us to register your attendance without delay. If you are unable to attend, you may wish to appoint a proxy (or proxies) to attend and vote on your behalf by following the notes in the Notice and the instructions in the enclosed Form of Proxy and returning such form so as to be received by the Company's registrar no later than 2.30 p.m. on Monday 12 November 2012. Alternatively you may vote online at www.capitashareportal.com and CREST members may choose to utilise the CREST voting service. Full details are set out in the notes to the Notice on page 5.

Voting at the AGM

Voting on each of the resolutions to be put to the forthcoming AGM will, once again, be taken by a poll, rather than on a show of hands. The Company continues to believe that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account. The results of the poll will be announced through a Regulatory Information Service and will be available on the Company's website as soon as practicable following the conclusion of the meeting.

Recommendation

Your Board believes that each of the resolutions contained in the Notice is in the best interests of the Company and its shareholders as a whole and recommends you to vote in favour of them, as your directors intend to do in respect of their own beneficial shareholdings.

Yours faithfully,

Bob Lawson
Chairman
Barratt Developments PLC

Registered Office:
Barratt House, Cartwright Way,
Forest Business Park, Bardon Hill, Coalville, Leicestershire LE67 1UF
(incorporated and registered in England and Wales under number 00604574)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the fifty-fourth annual general meeting (the 'AGM') of Barratt Developments PLC (the 'Company') will be held at the Royal College of Physicians, 11 St Andrews Place, Regent's Park, London NW1 4LE on Wednesday 14 November 2012 at 2.30 p.m. for the following purposes:

1. To receive and consider the reports of the auditor and directors and the accounts for the year ended 30 June 2012.
2. To elect as a director Mr R J Akers who was appointed as a director of the Company since the last annual general meeting.

To re-elect the following directors retiring in accordance with the UK Corporate Governance Code:

3. Mr R A Lawson.
4. Mr M S Clare.
5. Mr D F Thomas.
6. Mr S J Boyes.
7. Miss T E Bamford.
8. Mr R MacEachrane.
9. Mr M E Rolfe.

10. To re-appoint Deloitte LLP as the auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the Company.

11. To authorise the Directors to fix the remuneration of the auditor.

12. To approve the Directors' Remuneration Report for the year ended 30 June 2012.

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

13. That, in accordance with section 366 of the Companies Act 2006 (the 'Act'), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect be and are hereby authorised:

- (a) to make political donations (as defined in section 364 of the Act) to political parties (as defined in section 363 of the Act), not exceeding £30,000 in total;
- (b) to make political donations (as defined in section 364 of the Act) to political organisations other than political parties (as defined in section 363 of the Act), not exceeding £30,000 in total; and
- (c) to incur political expenditure (as defined in section 365 of the Act), not exceeding £30,000 in total,

in each case during the period beginning with the date of the passing of this resolution and ending at the conclusion of next year's

annual general meeting of the Company (or, if earlier, at the close of business on 13 February 2014). In any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £90,000.

14. That:

- (a) the Barratt Developments PLC Long-Term Performance Plan (the 'LTPP'), a summary of the principal features of which is set out in Appendix A to this Notice, be and is hereby renewed until 12 November 2023; and

- (b) the directors be and they are hereby authorised to vote and be counted in the quorum on any matter connected with the LTPP (except no director may vote or be counted in the quorum in respect of his own participation) and any prohibition on voting contained in the Articles of Association of the Company be and is hereby relaxed accordingly.

15. That the Board be and it is hereby given power to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a nominal amount of £32,565,981 being one-third of the nominal value of the existing issued share capital as at 4 October 2012, such authority to apply until the end of next year's annual general meeting of the Company (or, if earlier, until the close of business on 13 February 2014) but 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 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.

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

16. That, if resolution 15 is passed, the Board be and it is hereby given power to allot equity securities (as defined in the Act) 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 Act 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 for cash in connection with an offer of, or invitation to apply for, equity securities to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings 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 matter; and

- (b) to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to a nominal amount of £4,884,897, being 5% of the nominal value of the existing issued share capital as at 4 October 2012,

such power to apply until the end of next year's annual general meeting of the Company (or, if earlier, until the close of business on 13 February 2014) 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/or treasury shares to be sold) after the power ends and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not ended.

17. That the Company be and it is hereby given power for the purposes of section 701 of the Act to make one or more market purchases (as defined in section 693(4) of the Act) of its ordinary shares of 10 pence each in the capital of the Company ('Ordinary Shares'), such power to be limited:

- (a) to a maximum number of 97,697,940 Ordinary Shares;
- (b) by the condition that the maximum price, exclusive of expenses, which may be paid for an Ordinary Share contracted to be purchased on any day shall be the highest of: (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue on which the purchase is carried out at the relevant time; and
- (c) by the condition that the minimum price, exclusive of expenses, which may be paid for an Ordinary Share is 10 pence,

such power to apply, unless renewed prior to such time, until the end of next year's annual general meeting of the Company (or, if earlier, until the close of business on 13 February 2014) but so that the Company may enter into a contract under which a purchase of Ordinary Shares may be completed or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares in pursuance of such contract as if the power had not ended.

18. 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

T S Keevil
Group General Counsel and Company Secretary
4 October 2012

Registered Office:
Barratt House, Cartwright Way,
Forest Business Park, Bardon Hill, Coalville,
Leicestershire LE67 1UF
(incorporated and registered in England and Wales under number 00604574)

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting whether by show of hands or on a poll. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy please follow the notes contained in the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrars, Capita Registrars, on 0871 664 0300 from within the UK (calls cost 10p per minute (including VAT)), or +44 208 639 3399 from outside the UK (lines are open 8.30 a.m. to 5.30 p.m. Monday – Friday).
2. To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be received by Capita Registrars before 2.30 p.m. on Monday 12 November 2012, either in hard copy form by post, by courier or by hand to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. If you would like to submit your proxy via the internet, you can do so by accessing www.capitashareportal.com, logging in with your username and password and selecting the proxy voting link. If you have forgotten your username or password you can request a reminder via the Capita Share Portal. If you have not previously registered for electronic communications you will first be asked to register as a new user for which you will require your investor code, which can be found on your Form of Proxy or share certificate.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specifications, and must contain the information required for such instruction, as described in the CREST Manual. 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 (ID RA10) by 2.30 p.m. on Monday 12 November 2012. 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 Application 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 proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service provider(s), should note that EUI does not make

available special procedures in CREST for any particular message. Normal system 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 service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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 (as amended).

4. The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
5. Any person to whom this Notice is sent who is a person nominated under section 146 of the 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 AGM. 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.
6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in such paragraphs can only be exercised by shareholders of the Company.
7. The Company specifies that only those shareholders included in the Register of Members as at 6.00 p.m. on Monday 12 November 2012 or, in the event that this AGM is adjourned, in the Register of Members 48 hours before the time of the adjourned AGM, shall be entitled to attend and vote at the meeting (or any adjourned meeting) in respect of the numbers of shares registered in their names at that time. Changes to the Register of Members after 6.00 p.m. on Monday 12 November 2012 or, in the event that the AGM is adjourned, in the Register of Members 48 hours before the time of the adjourned AGM, shall be disregarded in determining the rights of any person to attend or vote at the meeting (or any adjourned meeting).
8. A Form of Proxy sent electronically that is found to contain any virus will not be accepted.
9. 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.
10. Voting on each of the resolutions to be put to the forthcoming AGM will be conducted by way of a poll, rather than on a show of hands. The results of the poll will be announced through the Regulatory

Information Service and available on the Company's website as soon as practicable following the conclusion of the meeting.

11. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company 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 AGM; 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 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 Act. Where the Company is required to place a statement on a website under section 527 of the 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 AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
12. Any member attending the 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: (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 a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
13. A copy of this Notice, and other information required by section 311A of the Act, can be found in the investor relations section of the Company's website at www.barrattdevelopments.co.uk/barratt/en/investor/irintro.
14. Copies of the contracts of service of the Executive Directors and the letters of appointment of the Non-Executive Directors and the Chairman will be available for inspection at the place of the meeting from 2.15 p.m. until the conclusion of the meeting.
15. You may not use any electronic address provided either in this Notice or any related documents (including the Chairman's letter and Form of Proxy) to communicate for any purposes other than those expressly stated.

Explanatory Notes on the Resolutions

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 15 are proposed as ordinary resolutions.

Resolution 1 – To receive and consider the reports of the auditor and directors and the accounts for 2012

For each financial year, the directors must present a directors' report, audited accounts and an independent auditor's report on the financial statements to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 30 June 2012.

Resolutions 2 to 9 – Election and Re-Election of Directors

The Company's Articles of Association currently require directors to submit themselves for election by shareholders at the first annual general meeting following their initial appointment to the Board and for re-election thereafter at subsequent annual general meetings at intervals of no more than three years. The Board has decided, in accordance with the UK Corporate Governance Code published in June 2010, to submit all directors (with the exception of Bob Davies) for election or re-election (as applicable) by the shareholders at the AGM irrespective of their date of appointment and length of service on the Board.

As announced on 25 July 2012 Bob Davies intends to step down from his positions as a Non-Executive Director of the Company, the Chairman of the Remuneration Committee and the Company's Senior Independent Director at the conclusion of the AGM. He will not therefore be offering himself for re-election at the AGM. Richard Akers will succeed Bob Davies as the Chairman of the Remuneration Committee and Mark Rolfe will take over as the Senior Independent Director, subject of course to each of them being elected or re-elected respectively, as directors of the Company by shareholders.

Given that Richard Akers will be standing for election by shareholders for the first time this year, the Board would like to draw shareholders' attention to the selection process undertaken prior to his appointment as a Non-Executive Director of the Company which is set out on page 46 of the 2012 Annual Report and Accounts. In particular, the Board considers that Richard Akers brings a broad business experience and a wealth of property market knowledge from a retail and commercial perspective to the position.

Each Non-Executive Director has been subject to a formal performance evaluation process and it is believed that they each continue to be effective in, to demonstrate commitment to, and to have sufficient time available to, perform the duties required of his or her role. In addition, each Non-Executive Director, excluding the Chairman, is considered to be independent and, therefore, the Board recommends the election and re-election (as applicable) of each of the directors offering him/herself for election or re-election.

The following biographical details are given in support of the Board's recommendation to elect or re-elect (as applicable) each of the directors (with the exception of Bob Davies) of the Company:

Robert Lawson – Chairman

Bob Lawson was appointed a Non-Executive Director on 1 June 2008 and became Chairman on 1 July 2008. He is also the Chairman of the Nomination Committee and a member of the Remuneration Committee. Bob is also the Non-Executive Chairman of Genus plc and a Director of The Federation of Groundwork Trusts. He was formerly the Chairman of Hays plc, Managing Director of the Vitec Group for three years and Chief Executive of Electrocomponents plc for ten years and subsequently Chairman for a further five years.

Mark Clare – Group Chief Executive

Mark Clare was appointed Group Chief Executive on 2 October 2006 and is a member of the Nomination Committee. He is also currently a Trustee and Director of the BRE Trust and UKGBC Limited. He was formerly an Executive Director of Centrica plc and Managing Director of Centrica's British Gas Residential Energy operation. He joined British Gas in 1994, becoming Centrica's Finance Director in 1997 and Managing Director of British Gas Residential Energy in 2002.

David Thomas – Group Finance Director

David Thomas was appointed an Executive Director and Group Finance Director on 21 July 2009. He was formerly the Group Finance Director and the Deputy Chief Executive of The GAME Group plc. Before that he was the Group Finance Director at Millennium and Copthorne Hotels plc and held senior financial roles with House of Fraser plc and Forte plc.

Steven Boyes – Group Chief Operating Officer

Steven Boyes was appointed as an Executive Director on 1 July 2001 and was responsible for the Group's operations in the North. On 5 July 2012, Steven Boyes became the Group's Chief Operating Officer with responsibility for all of the Group's housebuilding operations nationally. Steven joined the Group in 1978 and became Technical Director and then Managing Director of Barratt York before being appointed Regional Director for Barratt Northern in 1999.

Richard Akers – Non-Executive Director

Richard Akers was appointed a Non-Executive Director on 2 April 2012 and is a member of the Audit, Nomination and Remuneration Committees. Richard is an Executive Director of Land Securities Group PLC which he joined in 1995 succeeding to the Board in May 2005 following his appointment as Managing Director of the Retail Portfolio. Richard is also a director and the former president of the British Council of Shopping Centres, the main industry body for retail property owners, is a member of the Royal Institution of Chartered Surveyors and holds an MA in Engineering Science from Oxford University.

Tessa Bamford – Non-Executive Director

Tessa Bamford was appointed a Non-Executive Director on 1 July 2009 and is a member of the Audit, Nomination and Remuneration Committees. Tessa is also a Non-Executive Director of Wolseley plc, a consultant at Spencer Stuart and a Governor of the British Institute of Florence. Tessa was formerly a Director of Cantos Communications Limited and a director of J Henry Schroder & Co with whom her career spanned over 12 years in various roles.

Roderick MacEachrane – Non-Executive Director

Rod MacEachrane was appointed a Non-Executive Director on 1 May 2006 and is a member of the Audit, Nomination and Remuneration Committees. He is a member of the Governing Board of the National House-Building Council ('NHBC') Foundation, an independent charitable research foundation which is a joint venture with the BRE and a Director of the National Centre for Excellence in Housing. He was formerly the Commercial Director and an Executive Director of the NHBC Main Board before retiring after 25 years' service in April 2006.

Mark Rolfe – Non-Executive Director

Mark Rolfe was appointed a Non-Executive Director on 1 May 2008. He is the Chairman of the Audit Committee and is a member of the Nomination and Remuneration Committees. Mark is also a Non-Executive Director of The Sage Group plc, Hornby plc and Debenhams plc and Chairman of Lane Clark & Peacock LLP. He was formerly the Finance Director of Gallaher Group plc for seven years until April 2007 when it was acquired by Japan Tobacco Inc. His career with Gallaher spanned 20 years during which time he served in various finance and executive roles.

Resolutions 10 and 11 – To authorise the Board to appoint Deloitte LLP as the auditor to the Company and to determine their remuneration

At every general meeting at which accounts are presented to shareholders, the Company is required to appoint an auditor to serve until the next such meeting. Deloitte LLP have indicated that they are willing to continue as the Company's auditor for another year. You are asked to approve their re-appointment and, following normal practice, to authorise the Board to determine their remuneration.

Resolution 12 – To approve the Directors' Remuneration Report for 2012

In accordance with sections 439 and 440 of the Act and Schedule 8 of the Large and Medium Sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008/410), shareholders are invited to vote on the Remuneration Report for the year ended 30 June 2012, which may be found on pages 53 to 66 of the 2012 Annual Report and Accounts. The vote is advisory only, however, and the directors' entitlement to remuneration is not conditional on the resolution being passed.

Resolution 13 – Donations to EU Political Organisations and EU Political Expenditure

Section 366 of the Act requires companies to seek shareholder approval for donations to organisations within the European Community which are, or could be, categorised as EU political organisations. Although the Company does not make, and does not intend to make, donations to political parties within the normal meaning of that expression or to independent election candidates, the legislation is very broadly drafted. It may catch activities such as funding seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform and matching employees' donations to certain charities. Therefore, in accordance with corporate governance best practice, the Board has again decided to seek shareholders' authority for political donations and political expenditure. Given that the Company has not utilised this authority in previous years, the Board has maintained the cap on the aggregate amount of political donations and expenditure at £90,000 (2011: £90,000), in case any of the Company's normal activities are caught by the legislation. As previously stated, the authority granted at the last annual general meeting has not been utilised.

Resolution 14 – Approval of the Barratt Developments Long-Term Performance Plan (the 'LTPP')

This resolution seeks approval for the renewal of the LTPP for a further 10 years to 12 November 2023. The 10 year limit on powers to grant any awards under the existing LTPP expires on 12 November 2013. The Board has taken this opportunity to review and update the rules of the LTPP in order to take into account legislative changes and to include specific provisions relating to the Remuneration Committee's power of clawback. A full summary of the principal terms of the LTPP, as so amended, is set out in Appendix A to the Notice.

Resolution 15 – Authority to Allot Shares

This resolution seeks to renew for a further year the directors' general authority to allot shares and to grant rights to subscribe for or to convert any security into shares in the Company given by shareholders at the last annual general meeting held on 16 November 2011. The renewed authority would give the directors authority to allot shares and to grant rights to subscribe for or to convert any security into shares in the

Company with an aggregate nominal value of up to £32,565,981 (representing 325,659,810 Ordinary Shares) which, as at 4 October 2012, being the last practicable date prior to the publication of this Notice, represented approximately 33.33% of the issued share capital of the Company.

The authority sought under resolution 15 will expire at the earlier of the conclusion of the next annual general meeting of the Company and close of business on 13 February 2014. The Board intends to seek renewal of this authority again at next year's annual general meeting. The directors consider that the Company should maintain an adequate margin of shares for use, for example, in connection with a future acquisition or an equity issue. The directors do not, however, have any present intention to issue new ordinary shares except in order to satisfy share options under the Company's share option schemes.

Resolutions 16 to 18 are proposed as special resolutions which require a 75% majority of the votes to be cast in favour.

Resolution 16 – Disapplication of pre-emption rights

This resolution also renews an authority granted at the last annual general meeting held on 16 November 2011 and gives the Board authority to allot Ordinary Shares (or sell any Ordinary Shares which the Company may purchase and elect to hold as treasury shares) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would, as in previous years, be limited to allotments or sales in connection with pre-emptive offers or otherwise up to an aggregate nominal amount of £4,884,897 (representing 48,848,970 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the issued share capital of the Company as at 4 October 2012, being the last practicable date prior to the publication of this Notice. In respect of this maximum amount, the directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three year period, which provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

This authority will expire on the earlier of the conclusion of the next annual general meeting of the Company and close of business on 13 February 2014. This authority is granted under section 570 of the Act and is a standard authority taken by most UK listed companies each year.

Resolution 17 – Purchase of own shares by the Company

This resolution seeks to renew the authority for the Company to make market purchases of its own Ordinary Shares. No purchases have been made under the authority granted at last year's annual general meeting as at the date of this Notice. The directors do not currently have any intention of exercising the authority granted by this resolution. Nevertheless, in certain circumstances it may be advantageous for the Company to purchase its own shares and this resolution seeks authority from shareholders to make such purchases in the market. The directors consider it to be desirable for this general authority to be available to provide flexibility in the management of the Company's capital resources. The authority will be exercised only if, in the opinion of the directors, this will result in an increase in earnings per share and would be in the best interests of the Company and its shareholders generally, given the market conditions and the price prevailing at the time. You are asked to consent to the purchase by the Company of up to a maximum aggregate of 97,697,940 Ordinary Shares, which represents approximately 10% of the Company's issued share capital as at 4 October 2012, being the last practicable date prior to the publication of this notice.

The Company may either retain any of its own shares which it has purchased as treasury shares with a view to possible re-issue at a future date, or cancel them. The Company would consider holding any of its own shares that it purchases pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to re-issue treasury shares quickly and cost-effectively, including pursuant to the authority under resolution 15 above and would provide the Company with additional flexibility in the management of its capital base.

The total number of options to subscribe for Ordinary Shares outstanding as at 4 October 2012, being the last practicable date prior to the publication of this Notice, was approximately 32,734,088 representing approximately 3.4% of the issued share capital as at 4 October 2012. If the authority to buy back shares under this resolution and the authority granted at the 2011 annual general meeting were exercised in full, the total number of options to subscribe for Ordinary Shares outstanding as at 4 October 2012 would, assuming no further Ordinary Shares are issued, represent 4.2% of the issued share capital as at 4 October 2012.

Resolution 18 – Notice of general meetings

Resolution 18 seeks the approval of shareholders to replace a similar authority granted to the directors at the 2011 annual general meeting to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice as required by the Companies (Shareholders' Rights) Regulations (the 'Regulations'). The shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Note that the Regulations require that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must meet certain requirements for electronic voting to be made available to all shareholders for that meeting.

The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Issued share capital

All references to the Company's 'issued share capital' in the explanatory notes above are to the Company's issued share capital as at 4 October 2012, which was 976,979,437 Ordinary Shares. As at 4 October 2012, the Company held no Ordinary Shares as treasury shares. The total voting rights in the Company as at 4 October 2012 were 976,979,437.

APPENDIX A

Summary of the main provisions of the Barratt Developments Long-Term Performance Plan (as amended) (the 'LTPP').

1. Administration

Overall responsibility for the operation and administration of the LTPP is vested in the remuneration committee of the Board (the 'Committee').

2. Eligibility

Participants in the LTPP will be selected by the Committee. Participants will be limited to employees and directors of the Company and its subsidiaries (the 'Group').

The Committee has determined that participants will not be eligible to receive awards under the LTPP and options under the Company's Executive Share Option Scheme in the same financial year.

3. Awards

Awards will entitle the holder to receive ordinary shares in the Company ('Shares'). Awards can be satisfied by the issue of new Shares, or the transfer of Shares held in treasury or in an employee benefit trust, or by the purchase of Shares held in the market.

The awards can take the form of an option, a conditional award or a restricted award.

Awards are personal to the participant and may not be transferred. No payment will be required for the grant of an award.

4. Timing

Awards may be granted within the six weeks following any date on which the Company announces its results to the London Stock Exchange or in the six weeks following the end of any period during which the Committee was unable to grant awards due to the Company's share dealing code, the UK Listing Rules or any other applicable laws or regulations or at other times if the Committee considers that exceptional circumstances exist.

No further awards may be granted after 12 November 2023.

5. Individual Limit

The maximum number of Shares over which an employee may be granted awards in any financial year under the LTPP will be limited so that the aggregate cost of exercise does not exceed 200% of the individual's basic salary.

6. LTPP Limits

On any date, the nominal amount of Shares in respect of awards which may be granted may not:

- (a) when added to the nominal amount of any Shares issued or remaining issuable in respect of awards granted within the previous 10 years under all employee share schemes of the Group, exceed 10% of the equity share capital of the Company; or
- (b) when added to the nominal amount of any Shares issued or remaining issuable in respect of awards granted within the previous 10 years under any discretionary employee share scheme of the Group, exceed 5% of the equity share capital of the Company.

For these purposes no account is taken of Shares which have been or are to be satisfied by the transfer of existing Shares (including treasury shares).

7. Performance Targets and Other Conditions

The Committee must make each award subject to one or more performance targets. The Committee may also impose other conditions. In particular, but without limitation, an award may be granted on terms that the participant must agree to bear the cost of some or all of any NIC Liability arising from the award either by reimbursing the person otherwise liable or by entering into an election to transfer the NIC Liability to himself.

The performance target must be, in the opinion of the Committee, challenging and must reflect the Company's objectives. The extent to which the performance target is treated as met is subject to the Committee being satisfied that the Company's underlying financial performance warrants the level of vesting that would otherwise be achieved. If the Committee is not of this view then it may reduce the extent to which an award vests.

The Committee may change the performance target or other conditions from time to time if any event or series of events happen as a result of which the Committee considers it fair and reasonable to do so. No change to a performance target, unless it is considered to be immaterial, may be made without the approval of the Company at a general meeting.

8. Release of Shares

The Company must transfer, or procure the transfer of, Shares to, or at the direction of, the participant as soon as reasonably practicable after they become vested shares or within 30 days following exercise of an option.

9. Clawback

The Committee may prior to the vesting of Shares or of an option, decide to reduce (including to nil) the number of shares subject to the award on such basis as it considers to be fair, reasonable and proportionate where in the Committee's opinion there are exceptional circumstances such as material mis-statement in the published results of the Group, and where, as a result of appropriate review of accountability, a participant has been deemed to have caused in full or in part a material loss for the Group as a result of (i) reckless, negligent or wilful actions or (ii) inappropriate values or behaviour.

The Committee may also subject an award to clawback within two years of its vesting date if:

- (i) the Company has to restate its financial statements due to "prior period errors" and such errors resulted in the award vesting to a greater degree than would have been the case had the error not occurred;
- (ii) the assessment of the satisfaction of performance conditions was based on a material error and that such error resulted in the award vesting to a materially greater degree than it would have done had the error not been made; and
- (iii) a participant ceases to be a director or an employee of the Group as a result of his summary dismissal because of gross misconduct which has caused loss or damage to the Group.

If the Committee determines that payments made in the event of the termination of a participant's employment with the Company are restricted under any applicable law, the Committee may determine that the amount payable under the LTPP shall be limited accordingly.

10. Termination of Employment

If a participant ceases to be employed within the Group for any reason other than a permitted reason his unvested option/award will lapse immediately.

If a participant's employment within the Group ends for a permitted reason, the performance target will be measured over the normal period. In exceptional circumstances the Committee may allow an award to vest on the termination of a participant's employment. Unless the Committee decides otherwise, the options/award will be reduced having regard to the time elapsed since the beginning of the performance period or the date of grant. A permitted reason is death, ill-health, injury, disability, redundancy or any other circumstances as the Committee may in any particular case determine.

11. Change of Control

In the event of the change of control, a scheme of arrangement under Section 899 of the Companies Act 2006 or a voluntary winding-up of the Company, unvested awards will vest by reference to the achievement of the performance target up to the date of the relevant event (or such other convenient earlier date as the Committee may decide) or to such greater or lesser extent as the Committee decides if it considers that the performance target would have been met to a greater or lesser extent at the end of the performance period. The number of Shares that vest will be pro-rated having regard to the number of complete weeks elapsed since the beginning of the performance period.

In the event of a change of control, participants may be permitted to exchange their awards for substitute awards over Shares in the acquiring company or another company. If, immediately following the change of control, not less than 75% of the shareholders of the acquiring company are the same as the shareholders of the Company and the participants are offered substitute awards, the Committee may decide that unvested awards will not vest.

12. Listing

The Company will apply for admission to the official List of new Shares issued under the LTPP and for permission to trade in those Shares. Shares issued on the exercise of awards will rank equally in all respects with existing Shares except for rights attaching to Shares by reference to a record date prior to the date of allotment.

13. Variation of Capital

In the event of a variation in the share capital of the Company or in such other circumstances as the Committee considers appropriate, it may adjust awards in such manner as it determines to be appropriate.

14. Benefits Non-Pensionable

Benefits under the LTPP will not form part of a participant's remuneration for pension purposes.

15. Amendments

The Board, on the recommendation of the Committee, may amend the LTPP, or the terms of the option/award, to take account of changes to any applicable legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company within the Group.

Except as described above or for any amendments designed to ease the administration of the LTPP or to correct clerical errors, no amendment which is to the advantage of employees or participants may be made to specified provisions dealing with eligibility, individual or LTPP limits, certain terms of the options/awards or the power of adjustment or amendment without the prior approval of the Company in a general meeting.



BARRATT
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Directions to the Barratt Developments PLC
Annual General Meeting to be held on
Wednesday 14 November 2012 at 2.30 p.m.:

(Please note: there is no access to the Royal College
of Physicians from Albany Street).

