

**Company No: 00604574**

**THE COMPANIES ACT 2006**

**BARRATT DEVELOPMENTS PLC**

At the fifty-ninth Annual General Meeting of Barratt Developments PLC held at The Royal College of Physicians, 11 St Andrews Place, Regent's Park, London NW1 4LE on Wednesday 15 November 2017 the following were passed as **ORDINARY** and **SPECIAL RESOLUTIONS** respectively:

**ORDINARY RESOLUTIONS**

**Resolution 17: To approve the amendments to the Company's Long Term Performance Plan**

"That the amendments to the rules of the Barratt Developments' Long Term Performance Plan (the 'LTPP') as described in this Notice of Annual General Meeting and as produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman of the meeting, be and are hereby approved and the Directors be authorised to make such modifications to the LTPP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the amendments to the LTPP, and to adopt the rules of the LTPP as so modified and to do all such other acts and things as they may consider appropriate to implement this Resolution 17."

**Resolution 18: To approve the amendments to the Company's Deferred Bonus Plan**

"That the amendments to the rules of the Barratt Developments' Deferred Bonus Plan (the 'DBP') as described in this Notice of Annual General Meeting and as produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman of the meeting, be and are hereby approved and the Directors be authorised to make such modifications to the DBP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the amendments to the DBP, and to adopt the rules of the DBP as so modified and to do all such other acts and things as they may consider appropriate to implement this Resolution 18."

**Resolution 19: Directors' authority to allot shares and grant subscription/conversion rights over shares**

"That the Board be and is hereby authorised 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 £33,669,173, being one-third of the nominal value of the existing issued share capital as at 30 September 2017, 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 15 February 2019) 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."

**SPECIAL RESOLUTIONS**

**Resolution 20: Directors' authority to allot or sell Ordinary Shares without complying with pre-emption rights**

"That, if resolution 19 is passed, the Board be authorised 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 £5,050,376, being 5% of the nominal value of the existing issued share capital as at 30 September 2017,

such authority to expire at the end of next year's Annual General Meeting of the Company (or, if earlier, at the close of business on 15 February 2019) but, in each case, prior to its expiry 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 sell treasury shares) under any such offer or agreement as if the authority had not expired."

#### **Resolution 21: Directors' authority to make market purchases of its Ordinary Shares**

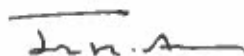
"That the Company be and is hereby given power for the purposes of section 701 of the Act to make one or more market purchases (as defined in section 693(4) of the Act) of its ordinary shares of 10 pence each in the capital of the Company ('ordinary shares'), such power to be limited:

- (a) to a maximum number of 101,007,520 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 15 February 2019) 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."

#### **Resolution 22: Notice for General Meetings**

"That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice."



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**John Allan**  
**Chairman**