

Company No: 00604574

THE COMPANIES ACT 2006

BARRATT DEVELOPMENTS PLC

At the sixtieth Annual General Meeting of Barratt Developments PLC held at The Royal College of Physicians, 11 St Andrews Place, London NW1 4LE on Wednesday 17 October 2018 the following were passed as **ORDINARY** and **SPECIAL RESOLUTIONS** respectively:

ORDINARY RESOLUTION

Resolution 16: To approve the renewal and amendment of the Barratt Developments Savings-Related Share Option Scheme.

"That the renewal and amendment of the Barratt Developments Savings-Related Share Option Scheme, a summary of the principal features of which (as so amended) is set out in Appendix A to the Notice of this meeting, be and is hereby approved."

Resolution 17: Directors' authority to allot shares and grant subscription/conversion rights over shares

"That the Board be and is hereby generally and unconditionally authorised, in accordance with Section 551 of the Act, in substitution for all subsisting authorities, to execute all powers of the Company 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 an aggregate nominal amount of £33,796,799, such authority to apply (unless previously revoked or varied by the Company in general meeting) until the end of next year's Annual General Meeting of the Company (or, if earlier, until the close of business on 17 January 2020) 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 any security into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert any security into shares under any such offer or agreement as if the authority had not ended."

SPECIAL RESOLUTIONS

Resolution 18: Directors' authority to allot or sell Ordinary Shares without complying with pre-emption rights

"That, if resolution 17 is passed, the Board be 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 or issue of, or invitation to apply for, equity securities:
 - (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 that the Board may impose any limits, exclusions 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 whatsoever; and

- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £5,069,519,

such power to expire at the end of next year's Annual General Meeting of the Company (or, if earlier, at the close of business on 17 January 2020) but so that, 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 power had not expired."

Resolution 19: Directors' authority to make market purchases of its Ordinary Shares

"That the Company be and is hereby generally and unconditionally authorised 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'), on such terms and in such manner as the Board may from time to time determine, provided that such authority shall be limited:

- (a) to a maximum number of 101,390,390 ordinary shares;
- (b) by the condition that the maximum price, exclusive of expenses, which may be paid for an ordinary share shall be the higher 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 authority to apply, unless previously renewed, revoked or varied, until the end of next year's Annual General Meeting of the Company (or, if earlier, until the close of business on 17 January 2020) but so that during the relevant period the Company may enter into a contract under which a purchase of ordinary shares may be completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares in pursuance of such contract as if the authority had not ended."

Resolution 20: Notice for General Meetings

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



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John Allan
Chairman