

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 together with any accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.



BARRATT
DEVELOPMENTS PLC

**Barratt Developments PLC
Notice of Annual General Meeting 2022**

To be held on Monday 17 October 2022

Whether or not you decide to attend the AGM, we strongly encourage you to submit a form of proxy in accordance with the instructions contained in the notes to this document.

The form of proxy must be received not less than 48 hours before the time the AGM is held.

Barratt Developments PLC

(the 'Company')

14 September 2022

To the holders of ordinary shares in the Company

Dear Shareholder

Notice of Annual General Meeting 2022 (AGM)

I am pleased to enclose the notice for the sixty-fourth AGM of the Company. The AGM will be held at 2 p.m. on Monday 17 October 2022 at Linklaters, One Silk Street, London, EC2Y 8HQ. For directions please see the map on page 12 of this document.

The notice convening the AGM (Notice) is set out on pages 3 and 4 of this document. The explanatory notes for the business to be transacted at the AGM are set out on pages 8 to 11.

Attendance at the AGM and appointment of proxies

The AGM is an important event in our corporate calendar and provides the Board with an opportunity to engage with shareholders. This year we have again arranged for a live webcast of the meeting so that you may follow the business of the AGM virtually. Details of how to join the webcast are set out in note 16 on page 7 of this document. Please note that joining the webcast will not constitute formal attendance at the meeting and you will therefore not be permitted to speak or vote on the business of the AGM via the webcast. You will, however, be able to send questions relating to the business of the AGM to me during the webcast. You can also submit questions in advance by email to agmquestions@barrattplc.co.uk or by post to the Company Secretary, at the registered office address listed below. I will answer any questions which relate to the business of the meeting, and which have been received by email or post before 5 p.m. on 10 October 2022, during the AGM. We will publish the answers to these questions, including those received after 10 October 2022, on our website (on an anonymised basis) as soon as practicable after the AGM. Further details can be found in note 16 on page 7 of this Notice.

Should you wish to attend the AGM in person, please bring with you the attendance card accompanying the Notice. This will authenticate your right to attend, speak and vote at the AGM and enable us to register your attendance.

Any changes to the arrangements for the AGM (for example as a result of renewed public health guidance) will be communicated to shareholders before the AGM through our website at www.barrattdevelopments.co.uk/investors/shareholder-centre and, where appropriate, by regulatory information service announcement.

Your vote is important to us and, whether or not you intend to attend the AGM in person, I do strongly encourage shareholders to exercise their vote by appointing a proxy in advance of the AGM, and to appoint the Chair of the meeting as their proxy, rather than a named person who, if circumstances change which restrict attendance at the AGM, may not be able to attend and represent you at the meeting. To be valid, your form of proxy must be received by the registrar no later than 2 p.m. on Thursday 13 October 2022.

You can submit your proxy appointments and voting instructions in advance of the AGM as follows:

- Electronically using www.sharevote.co.uk;
- By submitting a paper proxy form if one has been sent to you;
- CREST members may use the CREST electronic proxy appointment service; or
- Institutional investors may also be able to appoint a proxy electronically via the Proxymity platform - please go to www.proxymity.io.

The business of the meeting will include, amongst other matters, the following items:

2022 Annual report and accounts, including the Directors' remuneration report (Resolutions 1 and 2)

The annual report and accounts for the year ended 30 June 2022 (the 2022 Annual Report) are enclosed for those shareholders who have requested a paper copy and are available on our Company's website at www.barrattdevelopments.co.uk. Resolutions to receive the strategic report, Directors' and independent auditor's reports, the accounts and the Directors' remuneration report for the year ended 30 June 2022, all of which are contained in the 2022 Annual Report, are included in the business of the AGM.

Final Dividend (Resolution 3)

The Board recognises the importance of dividend income to our existing and potential shareholders. In accordance with its progressive dividend policy and phased reduction of dividend cover, an interim dividend of 11.2 pence per share was paid on 18 May 2022 to shareholders on the register at 8 April 2022. The Board is now recommending a final dividend of 25.7 pence per share for the financial year ended on 30 June 2022, to be paid, if approved at the AGM, on 4 November 2022 to shareholders on the register at 30 September 2022. Details of the Board's dividend policy can be found on page 9 of the 2022 Annual Report.

We will once again be offering a Dividend Re-Investment Plan, details of which can be found on page 8 of this document.

Election and Re-election of Directors (Resolutions 4 to 11)

Mike Scott joined the Board on 6 December 2021 and will therefore be seeking election by shareholders. Nina Bibby has served for more than nine years on the Board, and will therefore not be standing for re-election by shareholders. Each of our other Directors will again retire at this year's AGM and will stand for re-election by shareholders. Biographical details for each Director, including details of the skills and experience they bring to the Board, can be found on pages 8 to 10 of this document. All of the Directors have been subject to a formal performance evaluation during the year and continue to be effective in their roles.

Voting at the AGM

Voting on each of the resolutions to be put to the forthcoming AGM will be taken by a poll as the Board believes that this is more representative of shareholder voting intentions. 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 promotes the success of the Company. Your Directors intend to vote in favour of them and recommend you do so as well.

Yours faithfully

John Allan
Chairman

Notice of Annual General Meeting

Notice is hereby given that the sixty-fourth Annual General Meeting ('AGM') of Barratt Developments PLC (the 'Company') will be held at **Linklaters, One Silk Street, London, EC2Y 8HQ** on **Monday 17 October 2022 at 2 p.m.**

You will be asked to consider and, if thought fit, pass the following resolutions:

Ordinary Resolutions

1. To receive the accounts of the Company, the strategic report and the Directors' and auditor's reports for the year ended 30 June 2022.
2. To approve the Directors' remuneration report for the year ended 30 June 2022 set out on pages 105 to 108 and 111 to 124 of the annual report for the year ended 30 June 2022.
3. To declare a final dividend of 25.7 pence per ordinary share for payment on 4 November 2022 in respect of the financial year ended 30 June 2022 to shareholders on the register at the close of business on 30 September 2022.
4. To elect Mike Scott as a Director.
5. To re-elect John Allan as a Director.
6. To re-elect David Thomas as a Director.
7. To re-elect Steven Boyes as a Director.
8. To re-elect Katie Bickerstaffe as a Director.
9. To re-elect Jock Lennox as a Director.
10. To re-elect Chris Weston as a Director.
11. To re-elect Sharon White as a Director.
12. 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.
13. To authorise the Audit Committee to fix the remuneration of the auditor.
14. That, in accordance with sections 366 and 367 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 17 January 2024).
 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.
15. 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 £34,085,427 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 2024) 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.

Notice of Annual General Meeting

Special Resolutions

16. That, if resolution 15 above 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 the 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 £5,112,814.

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 2024) 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.

17. 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 102,256,281 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 2024) 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.

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

By Order of the Board

Tina Bains

Company Secretary

14 September 2022

Registered Office:

Barratt Developments PLC
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.
2. Members can appoint their proxy via the internet by accessing the Equiniti website www.sharevote.co.uk where full instructions are given. The Voting ID, Task ID and Shareholder Reference Number printed on their Form of Proxy or Notice of Availability will be required to access the electronic proxy appointment service. Alternatively, shareholders that have already registered with Equiniti's portfolio service, Shareview, can appoint their proxy electronically by logging onto their portfolio at www.shareview.co.uk using their usual user ID and password. Once logged in click on 'View' on the My Investments' page and then 'Vote'. The on-screen instructions give details on how to complete the proxy appointment process. To be valid, any proxy submitted must be received by Equiniti before 2 p.m. on Thursday 13 October 2022 (or not less than 48 hours before the time fixed for any adjourned AGM, provided that no account shall be taken of any part of a day that is not a working day).
3. If you hold your shares through the Corporate Sponsored Nominee (CSN) you will have been instructed to vote your shares via www.sharevote.co.uk. Please note the deadline for submitting your votes is 2 p.m. on Wednesday 12 October 2022 (or not less than 72 hours before the time fixed for any adjourned AGM, provided that no account shall be taken of any part of a day that is not a working day).
4. A Form of Proxy which may be used to appoint a proxy and give proxy instructions accompanies this Notice, if you have received a hard copy. 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, Equiniti, on 0371 384 2657 from within the UK. If calling from outside the UK, please ensure the country code is used. (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open 8.30 a.m. – 5.30 p.m. Monday to Friday excluding public holidays in England and Wales.

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 Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, before 2 p.m. on Thursday 13 October 2022 (or not less than 48 hours before the time fixed for any adjourned AGM, provided that no account shall be taken of any part of a day that is not a working day).
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
6. 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 RA19) by 2 p.m. on Thursday 13 October 2022 (or not less than 48 hours before the time fixed for any adjourned AGM, provided that no account shall be taken of any part of a day that is not a working day). 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).
7. Institutional investors may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. Further information regarding Proxymity can be found on www.proxymity.io. Proxies must be lodged by 2 p.m. on Thursday 13 October 2022 in order to be considered valid. Before appointing a proxy via this process investors will need to have agreed to Proxymity's associated terms and conditions. It is important to read these carefully as investors will be bound by them and they will govern the electronic appointment of proxies.

Notes

8. 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 should they wish to do so, subject to any restrictions regarding in person attendance at the AGM that may be introduced.
9. 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, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 8 above does not apply to Nominated Persons. The rights described in such paragraphs can only be exercised by shareholders of the Company.

10. The Company specifies that only those shareholders included in the Register of Members as at close of business on Thursday 13 October 2022 or, in the event that this AGM is adjourned, in the Register of Members 48 hours before the time of the adjourned AGM (provided that for these purposes no account shall be taken of any part of a day that is not a working day) 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 close of business on Thursday 13 October 2022 or, in the event that the AGM is adjourned, to the Register of Members 48 hours before the time of the adjourned AGM (provided that for these purposes no account shall be taken of any part of a day that is not a working day) shall be disregarded in determining the rights of any person to attend or vote at the meeting (or any adjourned meeting).
11. A Form of Proxy sent electronically that is found to contain any virus will not be accepted.
12. 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.
13. 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 will be available on the Company's website as soon as practicable following the conclusion of the meeting.
14. 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.
15. Any member attending the meeting has the right to ask questions in accordance with section 319A of the Act. 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.

Shareholders are being given the opportunity to submit questions relating to the business of the meeting in advance via email at agmquestions@barrattplc.co.uk or by post to The Company Secretary, Barratt Developments PLC, Barratt House, Cartwright Way, Forest Business Park, Bardon Hill, Coalville, LE67 1UF. Questions which relate to the business of the meeting, and which have been received by email or post before 5 p.m. on 10 October 2022, will be answered by the Chair at the AGM. We will publish the answers to your questions on the Company's website as soon as practicable after the AGM (on an anonymised basis). Questions can also be sent to the Chair of the meeting during the webcast, and questions relating to the business of the AGM will be answered by the Chair during the meeting. Please note, however, that we reserve the right to edit questions or not to answer them (whether at the AGM or subsequently via the Company's website) where we consider it appropriate, taking account of our legal obligations.

16. Joining the webcast

In order to join the webcast and ask questions via the platform, shareholders will need to connect to the following site: <https://web.lumiagm.com/187-104-205>. This can be accessed using most well-known internet browsers such as Chrome, Firefox, and Safari on a PC, laptop, or internet-enabled tablet or smartphone.

Once you have accessed <https://web.lumiagm.com/187-104-205>, you will then be prompted to enter your unique Shareholder Reference Number (SRN) and PIN. Your PIN is the first two and last two digits of your SRN. This will authenticate you as a shareholder.

Your SRN can be found on your Form of Proxy or Notice of Availability letter. If you are not in receipt of your SRN, please contact Equiniti, our Registrar, by email at hybrid.help@equiniti.com.

Access to the AGM will be available from 30 minutes before the meeting start time. An active internet connection is required at all times to allow you to submit questions and view the webcast. It is your responsibility to ensure you remain connected for the duration of the AGM. A user guide to the audio/video webcast is available on our website at: www.barrattdevelopments.co.uk/investors/shareholder-centre/agm/agm-2022.

Shareholders joining electronically may ask questions by typing and submitting their question in writing. Select the messaging icon from within the navigation bar and type your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box.

If you are a duly appointed proxy or corporate representative, you must contact the Company's registrars, Equiniti, who will provide you with details on how to access the AGM, including your unique SRN and PIN. Please contact Equiniti by emailing: hybrid.help@equiniti.com. To avoid any delays accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time. Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).

Please note that joining the webcast will not constitute formal attendance at the meeting and you will therefore not be permitted to speak or vote on the business of the AGM via the webcast.

17. 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/investors/shareholder-centre/agm/agm-2022.

18. 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 1.45 p.m. until the conclusion of the meeting and can be found in the investor relations section of the Company's website at: www.barrattdevelopments.co.uk/investors/corporate-governance.

19. 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.

20. The Company may process personal data of attendees at the AGM. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at www.barrattdevelopments.co.uk/site-services/privacy-policy.

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 which require at least a simple majority of the votes cast to be in favour.

Resolution 1 – Reports and accounts

For each financial year, the Directors must present an independent auditor's report on the financial statements, a strategic report, a Directors' report and accounts to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 30 June 2022 and are contained in the 2022 Annual Report.

Resolution 2 – Directors' remuneration report

The Company is required to present to shareholders:

- a Directors' remuneration policy, which sets out the Company's policy on Directors' remuneration, for a binding vote at least every three years; and
- an annual report on remuneration, which details the Directors' remuneration outcomes for the financial year under review and how the remuneration policy will be implemented in the following year, for an advisory vote on an annual basis.

The Directors' remuneration policy (the 'Policy') was presented to, and approved by, shareholders at the 2020 AGM held on 14 October 2020 for a period of three years, provided that no changes were required during that period. No changes are proposed to the Policy for FY23 and therefore the Directors will not be re-presenting it at the AGM. The full Policy can be found on pages 127 to 136 of the 2020 annual report and accounts which is available on the Company's website at www.barrattddevelopments.co.uk/investors.

Resolution 2 is an advisory vote which seeks approval for the annual report on remuneration (including the Annual statement to shareholders by the Chair of the Remuneration Committee), which together comprise the Directors' remuneration report. The Directors' remuneration report can be found on pages 105 to 107 and 111 to 124 of the 2022 Annual Report. The annual report on remuneration sets out the remuneration outcomes for the financial year ended 30 June 2022 and how the Policy will be implemented throughout FY23.

Resolution 3 – Final dividend

The Directors recommend a final dividend of 25.7 pence per ordinary share in respect of the year ended 30 June 2022. If approved, the dividend will be paid on 4 November 2022 to those shareholders on the register at the close of business on 30 September 2022.

Dividend re-investment plan

Subject to the final dividend, as set out in Resolution 3 to this Notice, being approved by shareholders at the AGM, the Company will once again be offering a Dividend Re-Investment Plan (the 'DRIP'). For the financial year ended 30 June 2022 the DRIP will be provided and administered by the DRIP administrator, Equiniti Financial Services Limited which is authorised and regulated by the Financial Conduct Authority. The DRIP offers shareholders the opportunity to elect to invest cash dividends received on their ordinary shares, in purchasing further ordinary shares in the Company. These shares would be bought in the market, on competitive dealing terms.

Answers to any queries you have, as well as a copy of the full Terms and Conditions for the DRIP, are available online at www.shareview.co.uk/info/DRIP or on request from the Company's registrar, Share Dividend Team, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. If you would prefer to speak to someone then you can contact Equiniti on the Shareholder Services Helpline on: + 44 (0) 371 384 2657 (please use the country code when contacting Equiniti from outside of the UK) Lines open 8.30am to 5.30pm (UK time), Monday to Friday (excluding public holidays in England and Wales).

For those shareholders who have previously elected to participate in the DRIP, the final dividend payment, if approved, will automatically be invested in purchasing further shares in the Company. No further action is required.

Resolutions 4 to 11 – Election and re-election of Directors

Mike Scott joined the Board on 6 December 2022, and will therefore be seeking election by shareholders for the first time at the AGM. Nina Bibby, having served more than nine years on the Board, will not be standing for re-election. Each of the other Directors will retire and stand for re-election by the shareholders at the AGM.

Each of the Directors 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/her role. In addition, each Non-Executive Director, excluding the Chairman, is considered to be independent and, therefore, the Board recommends the election of Mike and the re-election of each of the other Directors offering themselves for re-election. The Chairman was independent upon appointment.

The following biographical details are given in support of the Board's recommendation to elect or re-elect each of the Directors of the Company:

Mike Scott

Chief Financial Officer

Appointed:

Mike joined the Board as an Executive Director and Chief Financial Officer in December 2021.

Committee membership:

Member of the Disclosure Committee.

Skills and qualifications:

Mike has extensive experience in the housebuilding sector and is a Fellow of the Chartered Institute of Accountants in England and Wales. Mike was previously Chief Financial Officer of Countryside Properties PLC, having joined Countryside as Group Financial Controller in 2014. Prior to joining Countryside, Mike held a number of senior finance roles at J. Sainsbury Plc, including latterly as Head of Investor Relations, and spent 11 years at PwC.

External appointments:

Mike holds no external appointments.

John Allan

Non-Executive Chairman

Appointed:

John joined the Board as a Non-Executive Director in August 2014 and became Chairman in November 2014.

Committee membership:

Chair of the Nomination Committee and a member of the Remuneration Committee.

Skills and qualifications:

John has significant board, business and retail experience gained from both the commercial and financial sectors. John was President of the CBI from 2018 to 2020, stepping down to become Vice President until October 2021. He was CEO of Exel PLC and, when it was acquired by Deutsche Post in 2005, he joined the board of Deutsche Post, becoming CFO in 2007 until his retirement in 2009. John was also chair of Dixons Retail plc and, following its merger with Carphone Warehouse, was deputy chair and senior independent director of Dixons Carphone until 2015. He was also previously a non-executive director of Worldpay Group PLC (where he was previously Chair), National Grid plc, the UK Home Office Supervisory Board, 3i plc, PHS Group plc, Connell plc, Royal Mail plc, Wolseley plc and Hamleys plc, and chair of London First.

External appointments:

John is currently Chairman of Tesco PLC, Chair of the Council at Imperial College and a senior advisor at PJT Partners.

David Thomas

Chief Executive Officer

Appointed:

David joined the Board as an Executive Director and Group Finance Director in July 2009, and was appointed Chief Executive in July 2015. David was also Chief Financial Officer on an interim basis, after Jessica White stepped down, from July until December 2021, when Mike Scott, the new CFO, joined the Group.

Committee membership:

Chair of the Sustainability Committee, Co-Chair of the Workforce Forum and a member of the Disclosure Committee.

Skills and qualifications:

David brings a wealth of leadership and finance experience acquired over several years in senior positions, and is an Associate of the Institute of Chartered Accountants in England and Wales. He was previously Group Finance Director and Deputy Chief Executive of The GAME Group plc, and Group Finance Director at Millennium and Copthorne Hotels plc. He has also held senior financial roles with House of Fraser plc and Forte plc.

External appointments:

David is a Non-Executive Director of the HBF, a representative on the Green Jobs Delivery Group, a member of the Net Zero Buildings Council and a Senior Advisor to the Construction Leadership Council. He is also a Trustee of the Barratt Developments PLC Charitable Foundation.

Steven Boyes

Chief Operating Officer and Deputy Chief Executive

Appointed:

Steven joined the Board as an Executive Director in July 2001 and subsequently became Chief Operating Officer in July 2012. He became Deputy Chief Executive in February 2016 and is responsible for the Group's housebuilding operations and the newly acquired land promoter business, Gladman Developments Limited.

Committee membership:

Co-Chair of the Workforce Forum and a member of the Sustainability and of the Safety, Health and Environment (SHE) Committee.

Skills and qualifications:

Steven has over 40 years' experience in the housebuilding industry, having joined us in 1978 as a junior quantity surveyor and progressing through the business to assume the roles of Technical Director and Managing Director of Barratt York, before being appointed Regional Director for Barratt Northern in 1999. Steven was also previously a Trustee of the UK Green Building Council.

External appointments:

Steven holds no external appointments.

Katie Bickerstaffe

Non-Executive Director

Appointed:

Katie joined the Board as a Non-Executive Director on 1 March 2021 and took over as Chair of the Remuneration Committee with effect from 4 May 2021.

Committee membership:

Chair of the Remuneration Committee and a member of the Audit, Nomination and Sustainability Committees.

Skills and qualifications:

Katie brings to the Board extensive experience of business transformation in a variety of functions, together with considerable digital expertise. She was a Non-Executive Director at Marks and Spencer Group PLC, and previously Executive Chair of SSE Energy Services, where she led its separation from SSE plc and subsequent sale to OVO Group Ltd. She was also a Non-Executive Director of SSE Plc and Chair of its Remuneration Committee until 2018. Prior to this, she worked in a variety of general management roles in retail and manufacturing businesses.

External appointments:

Katie was appointed as Co-Chief Executive of Marks and Spencer Group PLC in May 2022 and is a Non-Executive Director of the England and Wales Cricket Board.

Jock Lennox

Senior Independent Director

Appointed:

Jock joined the Board as a Non-Executive Director in July 2016 and became Senior Independent Director on 4 May 2021.

Committee membership:

Chair of the Audit Committee and a member of the Nomination, Remuneration and Sustainability Committees.

Skills and qualifications

Jock, a Chartered Accountant, brings significant business and finance experience to the Board. He was Chairman of Hill and Smith Holdings plc and Enquest plc, stepping down from both positions in 2019. Jock was previously Senior Independent Director of Oxford Instruments plc and Non-Executive Director and Chairman of the Audit Committees of Dixons Carphone plc and A&J Mucklow Group plc. He spent 30 years with Ernst & Young LLP, holding several leadership positions in the UK and globally, including 20 years as a partner.

External appointments:

Jock was appointed Chairman of Johnson Service Group PLC in May 2021 and is Chair of the Audit Committee Chairs' Independent Forum.

Explanatory notes on the resolutions continued

Chris Weston

Non-Executive Director

Appointed:

Chris joined the Board as a Non-Executive Director on 1 March 2021 and took over as Chair of the Safety, Health and Environment Committee with effect from 4 May 2021.

Committee membership:

Chair of the SHE Committee and a member of the Audit, Nomination and Remuneration Committees.

Skills and qualifications:

Chris brings to the Board considerable commercial experience, driving performance and growth, including as former Chief Executive Officer at Aggreko Limited and as Managing Director, International Downstream at Centrica plc. Chris joined Centrica after a successful career in the telecoms industry working for Cable & Wireless Plc and One.Tel.

External appointments:

Chris is a Non-Executive Director on the board of the Royal Navy.

Sharon White

Non-Executive Director

Appointed:

Sharon joined the Board as a Non-Executive Director in January 2018 and became Designated Non-Executive Director for Workforce Engagement on 4 May 2021.

Committee membership:

Member of the Audit, Nomination and Remuneration Committees, and Designated Non-Executive Director for Workforce Engagement.

Skills and qualifications:

Sharon brings to the Board over 25 years' experience in the public sector, combined with strong employee stakeholder experience, as Chairman of the John Lewis Partnership, the UK's largest employee-owned business. Her previous roles include Chief Executive of Ofcom and Director General, Public Spending and Second Permanent Secretary to HM Treasury. She has also held roles at the British Embassy in Washington, the No 10 Policy Unit, the World Bank and various Government departments including the Department for International Development, the Department of Work and Pensions and the Ministry of Justice.

External appointments:

As well as Chairman of the John Lewis Partnership, Sharon is Deputy Chair of Sadlers Wells, a contemporary dance company.

Resolutions 12 and 13 – Re-appointment of the auditor and auditor's 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. On the recommendation of the Audit Committee, the Board proposes that Deloitte LLP be re-appointed as the Company's auditor for another year. Shareholders are therefore asked to approve their re-appointment and, following normal practice, to authorise the Audit Committee to determine their remuneration.

Resolution 14 – EU Political donations and 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.

Our policy is that the Group will NOT make donations to any political party.

However, the definition of political donations under the Companies Act 2006 is very broad. 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. This is a protective measure and does not change the Group's policy in respect of donations to political parties. The authority being sought is for an aggregate amount of political donations and expenditure at £90,000 (2021: £90,000), in case any of the Company's normal activities are caught by the legislation. During FY22, no political donations were made and no activities were caught by the legislation.

Resolution 15 – Authority to allot ordinary 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 13 October 2021. 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 £34,085,427 (representing 340,854,270 ordinary shares) which, as at 6 September 2022, being the last practicable date prior to the publication of this Notice, represented approximately one-third 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 17 January 2024. 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 other than in connection with the Company's employee share and incentive plans.

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

Resolution 16 – Disapplication of pre-emption rights

This resolution also renews an authority granted at the last Annual General Meeting held on 13 October 2021 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 £5,112,814 (representing 51,128,140 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued share capital of the Company as at 6 September 2022 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 17 January 2024. 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 – Authority to purchase own shares

This resolution seeks to renew the authority for the Company to make market purchases of its own ordinary shares.

Authority is sought for the Company to purchase up to 102,256,281 of its ordinary shares, which represents approximately 10% of the Company's issued share capital as at 6 September 2022, being the last practicable date prior to the publication of this Notice. Resolution 17 specifies the maximum and minimum price at which the Company may purchase its ordinary shares.

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 in any case 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.

On 7 September 2022, the Company announced its intention to return excess capital to its shareholders of up to £200,000,000 through the implementation of a share buyback programme expected to continue until 30 June 2023.

The Company may either retain any of its own shares which it has purchased as treasury shares with a view to possible reissue 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 reissue treasury shares quickly and cost-effectively, including pursuant to the authority under resolution 17 above and would provide the Company with additional flexibility in the management of its capital base.

The total number of outstanding share awards and options to subscribe for ordinary shares as at 6 September 2022, being the last practicable date prior to the publication of this Notice, was approximately 17,873,644 representing approximately 1.7% of the issued share capital as at 6 September 2022. If the authority to buy back shares under this resolution and the authority granted at the 2021 AGM were exercised in full, the total number of outstanding share awards and options to subscribe for ordinary shares outstanding as at 6 September 2022 would, assuming no further ordinary shares are issued, represent 2.2% of the issued share capital as at 6 September 2022.

Resolution 18 – Notice of general meetings

This resolution seeks the approval of shareholders to replace a similar authority granted to the Directors at last year's 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 6 September 2022 being the last practicable date prior to the publication of this Notice, which was 1,022,562,819 ordinary shares. As at 6 September 2022, the Company held no ordinary shares as treasury shares. The total voting rights in the Company as at 6 September 2022 were 1,022,562,819.

**Directions to the Barratt Developments PLC
AGM to be held at**

**Linklaters, One Silk Street, London, EC2Y 8HQ on
Monday 17 October 2022 at 2 p.m.**



If you would prefer not to attend in person, you can view the live webcast. Details of how to join are set out in note 16 on page 7 of this Notice. Shareholders can send questions during the webcast to be answered by the Chair at the meeting. Questions can also be sent by email to agmquestions@barrattplc.co.uk or by post to the Company Secretary at the registered office address below. Questions relating to the business of the meeting and which have been received before 5 p.m. on 10 October 2022 will be answered by the Chair at the meeting.

Visit us online
www.barrattdevelopments.co.uk

REGISTERED OFFICE

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