

Notice of Annual General Meeting

To be held at
Northampton Rugby Football Club
Franklin's Gardens, Weedon Road
Northampton. NN5 5BG
on **Wednesday, 24 May 2017**
commencing at 12 noon



Contents

Page

3 Chairman's Introduction

4 Notice of Meeting

4 Notice of Annual General Meeting and Resolutions to be proposed

8 Explanatory Notes to the Resolutions

12 Appendices

12 Appendix 1 – Summary of the principal terms of the revised share plans

18 Appendix 2 – Directors' biographies

20 Shareholder Notes and General Information

24 Directions (back cover)

This document is important and requires your immediate attention

If you have any doubt about what to do with this document, you should immediately consult an appropriately authorised independent adviser. If you are resident in the UK, this may be your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Travis Perkins plc, please send this document straight away to the purchaser or transferee or to the stockbroker, bank or other agent who arranged the sale or transfer so that it can be sent to the purchaser or transferee.

If you have sold or otherwise transferred only part of your holding of shares in Travis Perkins plc, you should keep this document.

A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found in the Investor Relations section at www.travisperkinsplc.co.uk



“Your votes matter. If you cannot attend the Annual General Meeting please vote your shares by appointing a proxy. You can vote online or by completing and returning your Proxy Form.”

Robert Walker
Chairman

Dear Fellow Shareholder,

I take pleasure in sending you the notice of this year's Annual General Meeting (the “AGM”) for shareholders of Travis Perkins plc, which will be held at Northampton Rugby Football Club, Franklin's Gardens, Weedon Road, Northampton NN5 5BG, on Wednesday, 24 May 2017 at 12.00 noon. Directions can be found on the back cover of this notice.

The business of the meeting comprises resolutions that we regularly bring to shareholders. We have welcomed Alan Williams as a new director this year. Alan will be standing for formal election at our AGM and I look forward to introducing him to the meeting. All other directors will also be proposed for re-election in line with the UK Corporate Governance Code. The Remuneration Policy is subject to a binding shareholder vote by ordinary resolution every three years. Our policy was last approved in 2014 so this year we are asking shareholders to approve our 2017 policy which is largely unchanged from the 2014 policy. In addition, a number of our employee share plans expire this year, so we are also asking shareholders to approve new share plans.

The AGM is an important opportunity for all shareholders to express their views by asking questions and voting. Your participation in this annual event is important to us. You are very welcome to come along and ask a question at the meeting. Alternatively, if you would like to submit a question in advance, please write to the Company Secretary at Lodge Way House, Harlestone Road, Northampton NN5 7UG or email: cosec@travisperkins.co.uk

If you cannot attend the AGM in person, you can still vote, and I would urge you, regardless of the number of shares you hold, to complete, sign and return your Proxy Form (enclosed) to Capita Registrars. Your vote matters. Alternatively, you can register your proxy appointment and voting instruction electronically at www.travisperkins-shares.com, and further details on how to do this can be found on page 20 of this Notice.

Your board believes that all of the resolutions set out in the Notice are in the best interests of both the Company and its shareholders as a whole. The Directors will be voting in favour of all the resolutions and unanimously recommend that you do so as well.

I look forward to seeing you at the AGM, and for those of you who are able to attend, I am pleased to confirm that a lunch will be available again this year.

Robert Walker
Chairman
28 March 2017

Notice of Annual General Meeting

Notice is hereby given that the 53rd Annual General Meeting of Travis Perkins plc (the “Company”) will be held at Northampton Rugby Football Club, Franklin’s Gardens, Weedon Road, Northampton NN5 5BG, on Wednesday, 24 May 2017 commencing at 12.00 noon for the transaction of the business set out below.

To consider and, if thought fit, to pass the following Resolutions, of which Resolutions 1 to 16 (inclusive) and 21 to 23 (inclusive) will be proposed as ordinary resolutions and Resolutions 17 to 20 (inclusive) will be proposed as special resolutions. For each ordinary resolution to be passed, more than half of votes cast must be in favour of the resolution. For each special resolution to be passed, at least three quarters of votes cast must be in favour of the resolution.

Report and Accounts

1. To receive the Annual Report and Accounts for the year ended 31 December 2016.

Directors’ Remuneration

2. To approve the Directors’ Remuneration Report (excluding the part containing the Directors’ Remuneration Policy) contained within the Annual Report and Accounts for the financial year ended 31 December 2016.
3. To receive and approve the Directors’ Remuneration Policy, which is contained in the Directors’ Remuneration Report as set out on pages 74 to 98 of the Annual Report and Accounts which will take effect from the date of its approval.

Dividend

4. To declare a final dividend for the financial year ended 31 December 2016 of 29.75 pence per ordinary share, payable to shareholders on the register at the close of business on 18 April 2017.

Election and Re-election of Directors

5. To elect Alan Williams as a director of the Company.
6. To re-elect Ruth Anderson as a director of the Company.
7. To re-elect Tony Buffin as a director of the Company.
8. To re-elect John Carter as a director of the Company.
9. To re-elect Coline McConville as a director of the Company.
10. To re-elect Pete Redfern as a director of the Company.
11. To re-elect Christopher Rogers as a director of the Company.
12. To re-elect John Rogers as a director of the Company.
13. To re-elect Robert Walker as a director of the Company.

Auditor

14. To re-appoint KPMG LLP, Chartered Accountants, as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
15. To authorise the Audit Committee of the Board to fix the remuneration of the Company’s auditor.

Authority to Allot Securities

16. That, in substitution for all existing authorities, the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company:
- (a) up to an aggregate nominal amount of £8,365,996 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (b) of this Resolution 16 in excess of £8,365,996; and
 - (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £16,731,992 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (a) of this Resolution 16) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of the Company's next Annual General Meeting after this Resolution is passed (or, if earlier, until the close of business on 24 August 2018) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

Disapplication of Statutory Pre-emption Rights

17. That, if Resolution 16 granting authority to allot shares is passed, the Board be authorised pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and to sell shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:
- (a) to the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 16 above by way of rights issue only) in favour of the holders of shares on the register of members at such record date as the directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record date, and so that the directors may impose any limits or restrictions and make any arrangements which they consider 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 of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £1,254,899.

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 24 August 2018) but, in each case, so that prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

18. That if Resolution 16 granting authority to allot shares is passed, the Board be authorised in addition to any authority granted under Resolution 17 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 16 and to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,254,899; and
 - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 24 August 2018) but, in each case, so that prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

General Meetings

19. That a general meeting other than an annual general meeting may be called by notice of not less than 14 clear days.

Purchase of Own Shares

20. That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each in the capital of the Company ("ordinary shares"), provided that:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 25,097,987 (representing approximately 10% of the issued share capital of the Company as at 27 March 2017);
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value of 10 pence;
 - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of (i) 105% of the average of the middle market quotations for an ordinary share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of an ordinary share quoted for the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
 - (d) this authority (unless previously renewed, varied or revoked by the Company in general meeting) expires at the conclusion of the next Annual General Meeting of the Company or 24 August 2018, whichever is the earlier; and
 - (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares pursuant to any such contract.

Employee Share Plans

21. That the rules of the Travis Perkins plc 2017 Performance Share Plan (“**PSP**”) produced to the meeting and for the purposes of identification, initialled by the Chairman (a summary of which is set out in Appendix 1), be approved and the Directors be authorised to adopt the PSP and to do all such acts and things as they may consider appropriate to implement the PSP including the making of any amendments to the rules and to establish any sub-plans for the benefit of employees outside the UK (modified as necessary to take account of relevant exchange control, taxation and securities laws of the relevant jurisdiction). Any awards or shares made available under any such sub-plans will be treated as counting against the limits on individual and overall participation in the PSP.
22. That the rules of the Travis Perkins plc 2017 Co-Investment Plan (“**Co-Investment Plan**”) produced to the meeting and for the purposes of identification, initialled by the Chairman (a summary of which is set out in Appendix 1), be approved and the Directors be authorised to adopt the Co-Investment Plan and to do all such acts and things as they may consider appropriate to implement the Co-Investment Plan including the making of any amendments to the rules and to establish any sub-plans for the benefit of employees outside the UK (modified as necessary to take account of relevant exchange control, taxation and securities laws of the relevant jurisdiction). Any awards or shares made available under any such sub-plans will be treated as counting against the limits on individual and overall participation in the Co-Investment Plan.
23. That the rules of the Travis Perkins plc 2017 Deferred Share Bonus Plan (“**DSBP**”) produced to the meeting and for the purposes of identification, initialled by the Chairman (a summary of which is set out in Appendix 1), be approved and the Directors be authorised to adopt the DSBP and to do all such acts and things as they may consider appropriate to implement the DSBP including the making of any amendments to the rules and to establish any sub-plans for the benefit of employees outside the UK (modified as necessary to take account of relevant exchange control, taxation and securities laws of the relevant jurisdiction). Any awards or shares made available under any such sub-plans will be treated as counting against the limits on individual and overall participation in the DSBP.

By Order of the Board

Deborah Grimason

Company Secretary and General Counsel
28 March 2017

Registered Office:
Lodge Way House,
Harlestone Road,
Northampton NN5 7UG

Registered in England & Wales
Company No. 824821

Explanatory Notes to the Resolutions

The purpose of these explanatory notes is to explain the business to be considered at the Annual General Meeting.

The Board considers that all of the resolutions proposed are in the best interests of the Company and of its shareholders as a whole and unanimously recommends that shareholders vote in favour of all resolutions put before the Annual General Meeting, as they intend to do in respect of their own beneficial shareholdings.

Resolution 1: Report and Accounts

The Chairman will present the accounts and reports of the directors for the year ended 31 December 2016 to the Annual General Meeting.

Resolution 2: Directors' Remuneration Report

The Directors' Remuneration Report (which is set out on pages 74 to 98) of the Annual Report and Accounts contains (i) the Annual Remuneration Report; and (ii) the annual statement by the chairman of the Remuneration Committee.

Resolution 2 is an ordinary resolution which seeks shareholder approval for the Directors' Remuneration Report (with the exception of the part relating to the Remuneration Policy which is covered by Resolution 3) which gives details of the implementation of the Company's remuneration policy during the year ended 31 December 2016.

The vote on the Directors' Remuneration Report is advisory.

Resolution 3: Directors' Remuneration Policy

The remuneration policy is subject to a binding shareholder vote by ordinary resolution at least every three years. The Company's remuneration policy was last approved in 2014 and is therefore subject to a vote this year.

The Group's previously stated ambition to deliver long term sustainable value to shareholders remains at the heart of the Remuneration Committee's approach to executive remuneration. A fundamental aspect of this is the link between the Group's strategy and remuneration with each part of the remuneration package playing a role in driving performance beyond the short and medium terms to deliver long-term ambition and shareholder returns.

The Committee believes that incentive pay-outs are strongly aligned with our performance and the value created for shareholders. The Committee is also pleased that recent feedback from analysts and shareholders, during the review of the current policy, has been supportive of the strong alignment between executive incentives and Group performance.

The key changes to this policy compared to the previous policy are as follows:

- The secondary share price performance test that applies to deferred shares under the deferred annual bonus plan has been removed. The double performance test structure was considered overly complicated, is not well understood by participants and therefore does not serve as an effective incentive. The vesting period for deferred bonus awards has also been amended so that all deferred shares vest over the longer three year vesting period subject to continued employment. This change applies to deferred bonus shares awarded in respect of 2016 performance.
- The level of vesting for threshold performance under the long-term incentives has been reduced from 30% of maximum to 25% of maximum to better reflect prevailing market practice.
- The EPS annual growth targets have been delinked from RPI for the Performance Share Plan ("PSP") in order to simplify the approach and provide greater transparency in relation to targets set for participants and shareholders.
- A post vesting holding period has been introduced for PSP awards. For 2017 awards, executives will be required to hold any shares that vest for a further one year period from vesting. The holding period will be extended to two years for 2018 awards onwards.

In connection with seeking shareholder approval of the new policy, shareholder approval will also be sought for the introduction of three new employee share plans (see resolutions 21 to 23 below).

Other minor changes have also been made to the wording of the remuneration policy to aid operation and to increase clarity.

Resolution 4: Dividend

A final dividend of 29.75 pence per ordinary share for the year ended 31 December 2016 is recommended by directors for payment. If shareholders approve the recommended final dividend, this will be paid on 26 May 2017 to all ordinary shareholders on the register of members at the close of business on 18 April 2017.

Resolutions 5 to 13: Directors

Resolutions 5 to 13 deal with the election or re-election of the directors. In accordance with the requirements of the UK Corporate Governance Code, all directors are standing for re-election (or, in the case of Alan Williams, appointed to the board since the last Annual General Meeting, for election) by the shareholders at this year's Annual General Meeting. Biographies of each of the directors can be found in Appendix 2 on page 18 of this document.

The Board has confirmed, following an internally conducted performance review that all directors standing for re-election continue to perform effectively and demonstrate commitment to their roles.

The Board has also considered whether each of the non-executive directors is free from any relationship that could materially interfere with the exercise of his or her independent judgement and has determined that each continues to be independent.

Resolution 14: Auditor Re-appointment

The Company is required to re-appoint its external auditor at each general meeting at which accounts are presented, to hold office until the end of the next meeting of that type.

KPMG were first appointed at the 2015 Annual General Meeting. In accordance with current professional standards, the partner responsible for the audit will change every 5 years. The Company intends to put the external audit out to tender every 10 years in the future. On the recommendation of the Audit Committee, the Board is recommending to shareholders the re-appointment of KPMG LLP as the Company's auditor.

Resolution 15: Auditor's Remuneration

Resolution 15 follows best practice in corporate governance by separately seeking authority for the Audit Committee to determine the auditor's remuneration.

The audit committee reviews the fee structure, resourcing and terms of engagement for the external auditor annually. Fees paid to the external auditor for the year were £900,000, (2015: £520,000) for audit-related work, and £242,000 (2015: £139,000) for non-audit work (see note 5 in the accounts).

Non-audit fees payable to the external auditor in any particular year cannot exceed 70% of the average of the audit fees billed over the last three year period. Non-audit services provided by the external auditor require approval as follows:

- £5,001 to £25,000 – Chief Financial Officer; and
- >£25,001 – Audit Committee.

Fees greater than £50,000 for new work must be subject to a competitive tender.

Formal approval by the Committee is also required for any piece of work, regardless of value, if the aggregate level of fees for non-audit services exceeds or would exceed £100,000 in any financial year.

The Chief Financial Officer reports to the Committee on fees for non-audit services payable to the auditors at every meeting. The principal items of non-audit fees relate to the interim review and the provision and maintenance of the Group's employee benefits system, MyPerks. In addition, £3.0m (2015: £0.8m) of fees were paid to other accounting firms for non-audit work, including advice to the Remuneration Committee.

The audit committee is satisfied that this level of fee is appropriate in respect of the audit services provided and that an effective audit can be conducted for this fee.

Resolution 16: Renewal of Authority to Allot Securities

Paragraph (a) of this Resolution would give the directors the authority to allot ordinary shares up to an aggregate nominal amount equal to £8,365,996 (representing 83,659,958 ordinary shares of 10 pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 27 March 2017, the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Investment Association ("IA"), paragraph (b) of this Resolution would give the directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £16,731,992 (representing 167,319,915 ordinary shares of 10 pence each), as reduced by the nominal amount of any shares issued under paragraph (a) of this Resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 27 March 2017, the latest practicable date prior to publication of this Notice. The authorities sought under paragraphs (a) and (b) of this Resolution will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 24 August 2018.

The directors have no present intention of allotting new ordinary shares, other than to satisfy options under the Company's all-employee share option scheme. However, the directors consider it appropriate to maintain the flexibility that this authority provides.

Resolutions 17 & 18: Disapplication of Statutory Pre-emption Rights

These Resolutions would give the directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash pursuant to the authority granted under Resolution 16 without first offering them to existing shareholders in proportion to their existing shareholdings.

These disapplication authorities are in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles (the "Pre-emption Principles").

The Pre-emption Principles were revised in 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of the Company's issued ordinary share capital, provided that the Company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment.

Resolution 17 will permit the directors to allot:

- (a) equity securities for cash and sell treasury shares up to a nominal amount of £16,731,992, representing two-thirds of the Company's issued share capital as at 27 March 2017 (the latest practicable date prior to publication of this document) on an offer to existing shareholders on a pre-emptive basis (that is including a rights issue or an open offer), with one-third being available only in connection with a rights issue (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the directors see fit); and
- (b) equity securities for cash and sell treasury shares up to a maximum nominal amount of £1,254,899, representing approximately 5% of the issued ordinary share capital of the Company as at 27 March 2017 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 18 will permit the directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal amount of £1,254,899, representing approximately a further 5% of the issued ordinary share capital of the Company as at 27 March 2017 (the latest practicable date prior to publication of this document), otherwise than in connection with a pre-emptive offer to existing shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-emption Principles described above. The directors believe that it is appropriate to seek this additional 5% authority in Resolution 18 to give the company the flexibility that this resolution affords.

The Board confirms, in accordance with the Pre-emption Principles, that it does not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted under Resolution 18 in connection with an acquisition or specified capital investment as described above, without prior consultation with shareholders.

These authorities will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 24 August 2018.

As stated above, the directors have no present intention of allotting new ordinary shares, other than to satisfy options under the Company's all-employee share option schemes. However, the directors consider it appropriate to maintain the flexibility that this authority provides.

Resolution 19: General Meetings

The Companies Act 2006 requires that the notice period for general meetings of a listed Company is 21 days unless certain requirements are satisfied, including that shareholders approve a shorter notice period. The notice period cannot be less than 14 clear days. At the Annual General Meeting held in 2016, shareholders approved a notice period for general meetings (other than Annual General Meetings) of not less than 14 clear days effective until this year's Annual General Meeting. This Resolution is proposed to allow the Company to continue to call general meetings (other than Annual General Meetings) on 14 clear days' notice.

The directors believe it is in the best interests of the shareholders of the Company to preserve the shorter notice period. The shorter notice period would not be used as a matter of routine for general 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. Examples of when it might be appropriate to call a general meeting at 14 days' notice include when emergency capital raising proposals or other price sensitive transactions are being put to shareholders for approval. The approval will be effective until the Company's Annual General Meeting in 2018, when it is expected that a similar resolution will be proposed. Under the Companies Act 2006 in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders.

Resolution 20: Purchase of Own Shares

The authority for the Company to purchase its own shares of 10 pence each granted at last year's Annual General Meeting will expire on the date of the forthcoming Annual General Meeting. The directors wish to renew this authority to give the Company the authority to purchase its own ordinary shares in the market as permitted by the Companies Act 2006. The authority limits the number of shares that could be purchased to a maximum of 25,097,987 (representing approximately 10% of the issued ordinary share capital of the Company as at 27 March 2017) and sets minimum and maximum prices. This authority will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 24 August 2018.

The directors consider that it is in the best interests of the Company to have this authorisation available in case circumstances arise when it would be appropriate to use it. The authority would only be used after consideration of the effect on earnings per share and the longer-term benefit for the Company and shareholders generally. The fact that such authorisation is being sought should not be taken to imply that shares would be purchased at any particular price or indeed at all. Any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the directors to be in the best interests of shareholders at the time.

As at 27 March 2017, there were options to subscribe for 8,548,156 ordinary shares in the capital of the Company, which represent 3.4% of the Company's issued ordinary share capital (excluding any treasury shares). If the full authority to purchase own shares were to be used, and the shares cancelled, these outstanding options would represent approximately 3.8% of the Company's issued ordinary share capital (excluding any treasury shares) as at that date. As at 27 March 2017, the Company did not hold any treasury shares in the Company and no warrants over ordinary shares in the capital of the Company existed.

Resolution 21 to 23: Employee Share Plans

Resolutions 21 to 23 relate to the proposal to adopt three new employee share plans. The reasons for the proposal of these plans are described in the Directors' Remuneration Report for the year ended 31 December 2016 set out on pages 74 to 98 of the Company's Annual Report and Accounts.

Summaries of the principal terms of the Travis Perkins plc 2017 Performance Share Plan, Travis Perkins plc 2017 Co-Investment Plan and Travis Perkins plc 2017 Deferred Share Bonus Plan are set out in Appendix 1. Certain provisions which apply to all plans are set out after the plan specific summaries.

Decisions in relation to the participation in the plans by executive directors of the Company will be taken by the Remuneration Committee, and references in this summary to the Board should be read accordingly. Any participation in the plans by executive directors of the Company will be in accordance with the Directors' Remuneration Policy approved by shareholders from time to time.

Appendix 1

The Travis Perkins plc 2017 Performance Share Plan (the “PSP”)

The PSP is a discretionary share plan which will be administered by the Board or a committee appointed by the Board.

Eligibility

All employees (including executive directors) of the Company or any of its subsidiaries are eligible for selection to participate at the discretion of the Board.

Form of Awards

No payment is required for the grant of an Award.

An Award under the PSP may be in the form of:

- a) a conditional right to acquire ordinary shares in the Company (“Shares”) at no cost (a “Conditional Award”);
- b) an option to acquire Shares at no cost (an “Option”); or
- c) a right to a cash amount related to the value of a number of Shares (a “Cash Award”).

In this summary, Conditional Awards, Options and Cash Awards are together referred to as “Awards”. References to Shares include notional Shares to which a Cash Award relates. Before Shares have been delivered, the Board may decide to pay a cash amount equal to the value of the Shares the participant would otherwise have received.

The PSP also permits the grant of Options which satisfy the requirements of Schedule 4 to the UK Income Tax (Earnings and Pensions) Act 2003 (“Qualifying Options”). Qualifying Options will have a per Share exercise price equal to the market value of a Share at the date of grant and may be exercised in a tax advantaged manner. The provisions of the PSP apply to Qualifying Options, other than where the applicable tax legislation requires the provisions of the PSP to be varied.

Individual Limits

The Board may not grant Awards to an eligible employee in respect of any financial year over Shares with a maximum total market value (as determined by the Board) in excess of 150 per cent of the relevant participant’s annual base salary. However, Awards granted to facilitate the recruitment of an eligible employee may be granted in excess of this limit.

Where a Qualifying PSP Award (as defined below) is granted, Shares subject to the Qualifying Option part of the Qualifying PSP Award will not count towards these limits on account of the scale-back provision described below.

Performance Conditions

Unless the Board determines otherwise, Awards will be subject to the satisfaction of performance conditions which will determine the proportion (if any) of the Award which will vest at the end of a performance period. A performance period will usually be three years long.

Any Awards granted to an executive director of the Company will always be subject to the satisfaction of performance conditions. However, Awards granted to facilitate the recruitment of an executive director may be granted without a performance condition. Generally, buy-out awards granted to facilitate recruitment of an executive director will be granted on a comparable basis to awards forfeited.

Any performance conditions applying to Awards may be amended or substituted by the Board if an event occurs that causes the Board to consider that the new performance conditions would be more appropriate and not materially less difficult to satisfy.

Vesting, Release and Exercise

Awards subject to performance conditions will normally vest as soon as reasonably practicable after the end of the relevant performance period, or on such later date that the Board determines, to the extent that the performance conditions have been satisfied. Any Awards that are not subject to performance conditions will normally vest on the third anniversary of the grant date or such other date that the Board determines.

The Board may determine that an Award is also subject to a holding period following vesting, during which Shares subject to the Award will not be delivered to participants and at the end of which the Awards will be “released” (and participants will become unconditionally entitled to receive the underlying Shares). The holding period will normally apply for two years following vesting. Awards not subject to a holding period will normally be released at vesting. In the case of executive directors, a holding period will apply.

Options will normally be exercisable from release until the tenth anniversary of the grant date.

Qualifying PSP Awards

A Participant may be granted a “**Qualifying PSP Award**” comprising an ordinary Award and a Qualifying Option, with the ordinary Award subject to conditions that on exercise, the extent to which the ordinary Award is exercised is reduced to reflect the gain made on the exercise of the Qualifying Option, so that the pre-tax position is the same as if the Qualifying Option had not been granted. Because of this scale back provision, Shares subject to a Qualifying Option granted as part of a Qualifying PSP Award will not count towards the individual limit on participation in the PSP referred to above, so as to avoid double counting.

The Travis Perkins plc 2017 Co-Investment Plan (the “Co-Investment Plan”)

The Co-Investment Plan is a discretionary share plan which will be administered by the Board or a committee appointed by the Board.

Eligibility

All employees (including executive directors) of the Company or any of its subsidiaries are eligible for selection to participate at the discretion of the Board.

Form of Awards

Awards under the Co-Investment Plan can be granted in the same form as Awards under the PSP. Qualifying Options may not be granted under the Co-Investment Plan.

No payment is required for the grant of an Award other than the investment of funds in Shares as described below.

Investment Shares and Individual Limits

An Award will be granted in conjunction with the investment of an eligible employee’s funds (from any source) in Shares (“**Investment Shares**”). The maximum amount which an eligible employee may invest in Investment Shares in any financial year is 50% of their post-tax salary based on a deemed tax rate of 45% (or such other rate as the Board determines).

Once purchased, the participant may transfer the ownership of their Investment Shares to their spouse or civil partner, provided that the Investment Shares will continue to be held subject to the rules of the Co-Investment Plan as if held by the participant. The Investment Shares will either be held by a nominee on behalf of the participant or the participant will allow their holding of Investment Shares to be monitored by the Company. Investment Shares will remain the property of the participant and will not be subject to forfeiture under the Co-Investment Plan.

After the Investment Shares have been purchased, the Company will grant an Award over a number of Shares which have a market value (as determined by the Board) of no more than two times the number of Investment Shares purchased grossed up for income tax at a deemed rate of 45% (or such other rate as the Board determines).

Performance Conditions

The Board may determine that Awards will be subject to the satisfaction of performance conditions which will determine the proportion (if any) of the Award which will vest at the end of a performance period. A performance period will usually be three years long. In the case of executive directors, Awards will be subject to the satisfaction of performance conditions.

Any performance conditions applying to Awards may be amended or substituted by the Board if an event occurs that causes the Board to consider that the new performance conditions would be more appropriate and not materially less difficult to satisfy.

Vesting, Release and Exercise

If a participant transfers, charges or otherwise disposes of any of their Investment Shares before the vesting of the associated Award, such Award will lapse pro-rata to the number of associated Investment Shares transferred, charged or otherwise disposed of.

Awards subject to performance conditions will normally vest and be released as soon as reasonably practicable after the end of the relevant performance period, or on such later date that the Board determines, to the extent that the performance conditions have been satisfied. Any Awards that are not subject to performance conditions will normally vest and be released on the third anniversary of the grant date or such other date that the Board determines.

Options will normally be exercisable from release until the tenth anniversary of the grant date.

After the release of an Award, the participant will be able to sell or otherwise dispose of their associated Investment Shares.

The Travis Perkins plc 2017 Deferred Share Bonus Plan (the “DSBP”)

The DSBP is a discretionary share plan which will be administered by the Board or a committee appointed by the Board.

Eligibility

All employees (including executive directors) of the Company or any of its subsidiaries are eligible for selection to participate at the discretion of the Board. Awards under the DSBP will only be granted to an eligible employee who has earned a bonus for the financial year in respect of which the Award will be granted.

Form of Awards

Awards under the DSBP can be granted in the same form as Awards under the PSP. Qualifying Options may not be granted under the DSBP.

No payment is required for the grant of an Award.

Individual Limits

Awards will be granted over Shares with a market value (as determined by the Board) equal to the amount of the bonus to be delivered in the form of an Award, which (unless the Board determines otherwise) will be half of any bonus payable.

Vesting, Release and Exercise

Awards will normally vest and be released (so that the participant is entitled to acquire the Shares) on the third anniversary of the grant date or such other date that the Board determines.

Options will normally be exercisable from release until the tenth anniversary of the grant date.

Provisions Which Are Common to the PSP, the Co-Investment Plan and the DSBP

Grant of Awards

Awards may be granted during the 42 days beginning on: (i) the approval of the Plans by the Company's shareholders; (ii) the day after the announcement of the Company's results for any period; (iii) the day on which the Directors' Remuneration Policy is approved by the Company's shareholders; or (iv) any day on which the Board determines that exceptional circumstances exist which justify the making of an Award at that time. Awards may also be granted under the DSBP during the 42 days beginning on the determination of the bonus in respect of which the Award is granted. If the Company is restricted from granting Awards during these periods, it may grant Awards in the period of 42 days from when those restrictions are lifted.

Limits

The Plans may operate over new issue Shares, treasury Shares or Shares purchased in the market. The rules of the Plans provide that, in any 10 year rolling period, not more than 10 per cent of the Company's issued ordinary share capital may be issued under the relevant Plan and under any other employee share plan adopted by the Company.

In addition, the rules of the Plans provide that, in any 10 year rolling period, not more than 5 per cent of the Company's issued ordinary share capital may be issued under the relevant Plan and any other discretionary employee share plan adopted by the Company.

Shares transferred out of treasury under the Plans will count towards these limits for so long as this is required under institutional shareholder guidelines. Awards which lapse, are relinquished or are satisfied in cash will be disregarded for the purposes of these limits.

Dividends

The Board may decide that participants will receive an amount (in cash and/or additional Shares) equal in value to any dividends that would have been paid on the Shares which vest on such terms and over such period (ending no later than the date on which the Award is released) as the Board may determine. This amount may assume the reinvestment of dividends and exclude or include special dividends.

Participants are entitled to receive dividends on their Investment Shares under the Co-Investment Plan.

Cessation of Employment

Except in certain circumstances set out below, an unvested Award will lapse immediately when a participant ceases to be employed by or to hold office with the Company's group (the "Group").

If, however, a participant's cessation of office or employment is because of ill-health, injury or disability, redundancy, the sale of the participant's employing company or business out of the Group or in other circumstances at the discretion of the Board (except where the participant is summarily dismissed), any unvested Awards will ordinarily continue to vest (and be released) on the date when they would have vested (and been released) if the participant had not ceased to be a Group employee or director. The Board retains discretion to allow an Award to vest (and be released) as soon as reasonably practicable after the participant's cessation of office or employment (or on such other date as determined by the Board).

The extent to which Awards may vest in these circumstances will be determined by the Board, taking into account the satisfaction of any performance conditions measured over the original performance period (or, if the Award is released before the end of the original performance period, measured at that earlier date).

Unless the Board decides otherwise, the vesting of Awards under the PSP and the Co-Investment Plan will also take into account the proportion of the performance period (or, in the case of an Award not subject to performance conditions, the vesting period) which has elapsed on the participant's cessation of office or employment.

If a participant dies, unless the Board decides otherwise, any unvested Award will vest (and be released) as soon as reasonably practicable after the date of death on the basis set out above for other "good leavers". Awards structured as Options may then be exercised to the extent vested for a period ending on the first anniversary of the date of death (or such other period as the Board may determine).

If a participant ceases to be an officer or employee of the Group during a holding period, any Awards will normally be released at the end of the holding period, unless the Board determines that they should be released as soon as reasonably practicable after cessation of office or employment (or on such other date as determined by the Board). If the participant is summarily dismissed, any outstanding Awards he holds will lapse immediately. If a participant dies during the holding period, unless the Board decides otherwise, their Awards will be released as soon as reasonably practicable after the participant's death.

Awards structured as Options may normally be exercised to the extent vested for a period of six months (or such other period as the Board may determine) after release. Where Options have already vested (and, where relevant, been released) on the date of cessation of office or employment, those Options may be exercised for a period of six months from the date of cessation, unless the participant is summarily dismissed, in which case his Options will lapse.

Malus and Clawback

The malus and clawback provisions referred to below may be applied:

- for up to three years following the grant of an Award under the DBSP; and
- for up to six years following the grant of an Award under the PSP or Co-Investment Plan.

If the malus and clawback provisions are to be applied, the Board may cancel the relevant Award or impose further conditions on it (if Shares have not been delivered in respect of it) or may require the participant to make a payment to the Company in respect of some or all of the Shares acquired. The Board will retain the discretion to calculate the amount subject to recovery, including whether or not to claw back gross or net of any tax or social security contributions applicable to the Award.

The circumstances in which the Board may apply the malus and clawback provisions are: (a) a material misstatement resulting in an adjustment to the Company's audited consolidated accounts; (b) the Board determining that the basis for granting an Award or the assessment of a performance condition was in error or based on inaccurate or misleading information; (c) the Board determining that any action or conduct of the participant amounts to serious misconduct, fraud or gross misconduct; or (d) any other circumstances which the Board in its discretion considers to be similar in their nature or effect.

Corporate Events

In the event of a change of control of the Company Awards will vest (and be released) as soon as possible.

The extent to which Awards may vest in these circumstances will be determined by the Board, taking into account the satisfaction of any performance conditions measured at that time. Unless the Board decides otherwise, the vesting of Awards under the PSP and the Co-Investment Plan will also take into account the proportion of the performance period (or, in the case of an Award not subject to performance conditions, the vesting period) which has elapsed.

Alternatively, the Board may permit Awards to be exchanged for equivalent Awards. If the change of control is an internal reorganisation of the Group or, if the Board so decides, participants may be required to exchange their Awards.

If other corporate events occur such as a winding-up of the Company, demerger, delisting, special dividend or other event which, in the Board's opinion, may materially affect the current or future value of Shares and the Board determines it would not be appropriate or practical to adjust Awards, the Board may determine that Awards will vest (and be released) on the same basis as for a change of control.

Variation of Capital

If there is a variation of share capital of the Company or in the event of a demerger, delisting, special dividend or other event which, in the Board's opinion, may materially affect the current or future value of Shares, the Board may make such adjustments to the number of Shares subject to Awards and/or any performance condition applicable to Awards as it considers appropriate.

A participant in the Co-Investment Plan will, in relation to Investment Shares, be treated on the same terms as any other shareholder of the Company except that, in the event of a rights issue, the participant will be required at least to take the cash neutral approach of selling sufficient rights nil-paid as will enable the participant to acquire with the proceeds of sale the remainder of their rights entitlement. Any further shares so acquired will be held as Investment Shares under the terms of the Co-Investment Plan.

Amendments

The Board may, at any time, amend the provisions of the Plans in any respect. The prior approval of the Company's shareholders will be obtained in the case of any amendment to the advantage of eligible employees or participants which is made to the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, Awards, the adjustments that may be made in the event of any variation to the share capital of the Company and/or the rule relating to such prior approval. There are however exceptions from this requirement to obtain shareholder approval for any minor amendment to benefit the administration of the relevant Plan, to take account of any change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or member of the Group.

Non-transferability

Awards are not transferable other than to the participant's personal representatives in the event of his death.

Rights Attaching to Shares

Shares issued and/or transferred under the Plans will not confer any rights on any participant until the participant in question has received the underlying Shares. Any Shares allotted will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their issue).

Benefits Not Pensionable

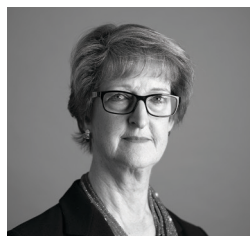
The benefits received under the Plans are not pensionable.

Termination

No Awards may be granted under any of the Plans more than ten years after the date on which the Company's shareholders approved the relevant Plan.

Appendix 2

Biographies of the Directors



Ruth Anderson
Non-Executive Director
Nationality
 British
Appointment Date
 24 October 2011
Committee membership
 Audit Committee Chairman, Nominations Committee and Stay Safe Committee

Skills and experience
 Ruth was appointed as a non-executive director in 2011. She is a non-executive director of Ocado Group plc and Coats Group plc. She is also a trustee of The Royal Parks and of the charity, The Duke of Edinburgh's Award. Ruth is a chartered accountant, and held a number of positions in KPMG (UK) from 1976 to 2009, being a member of its board from 1998 to 2004 and Vice Chairman from 2005 to 2009.



Tony Buffin
Chief Operating Officer
Nationality
 British
Appointment Date
 8 April 2013
 Group Chief Operating Officer from 1 March 2017
Committee membership
 Executive Committee

Skills and experience
 Tony joined Travis Perkins plc in April 2013 as Chief Financial Officer. He was appointed Group Chief Operating Officer effective from 1 March 2017 following a three-month transition of the CFO role to Alan Williams. Prior to joining the Group, Tony was CFO of the Coles Group, the leading Australian grocery retailer, where he was accountable for finance, property, IT and strategy. Tony is a qualified accountant and a non-executive director of the Dyson family businesses. Tony was previously CEO of the Loyalty Management Group and prior to that held senior finance positions at Alliance Boots.



John Carter
Chief Executive
Nationality
 British
Appointment Date
 1 July 2001
 Chief Executive from 1 January 2014
Committee membership
 Executive Committee Chairman and Stay Safe Committee

Skills and experience
 John joined Travis Perkins plc in 1978 as a Management Trainee and was appointed Chief Executive Officer in January 2014. With over 38 years experience in the business, John has held various senior strategic roles in Sales, Marketing and Operations and has managed sector-leading functions such as Procurement, Supply Chain, International Sourcing and Category Management. During his career John has also been responsible for a number of key strategic acquisitions for the Group, including Keyline in 1999, Wickes in 2005 and BSS Group in 2010.



Coline McConville
Non-Executive Director
Nationality
 Australian
Appointment Date
 1 February 2015
Committee membership
 Remuneration Committee Chairman, Audit Committee and Nominations Committee

Skills and experience
 Coline was appointed as a non-executive director in February 2015. Coline is currently a non-executive director of TUI AG, Inchcape PLC and Fevertree Drinks PLC and was formerly a non-executive director of UTV Media plc, Wembley National Stadium Limited, TUI Travel Limited, Shed Media PLC and HBOS PLC, and a global advisor and director of Grant Thornton International Limited. Previous to that Coline was Chief Operating Officer and Chief Executive Officer Europe of Clear Channel International Limited. She holds an MBA from Harvard Business School, where she was a Baker Scholar.



Pete Redfern
Non-Executive Director
Nationality
 British
Appointment Date
 1 November 2014
Committee membership
 Stay Safe Committee Chairman, Nominations Committee, Remuneration Committee

Skills and experience
 Pete was appointed as a non-executive director in November 2014. He is currently Chief Executive of Taylor Wimpey plc and is also a Chartered Accountant. Pete was previously Chief Executive of George Wimpey Plc and prior to that, he held the roles of Chief Executive and Finance Director of its UK Housing division. He is also a Trustee of the homelessness charity Crisis and a member of the Home Builders Federation.

Biographies of the Directors (continued)



Christopher Rogers
Senior Independent Non-Executive Director

Nationality
British

Appointment Date
1 September 2013

Committee membership
Audit Committee and Nominations Committee

Skills and experience

Christopher was appointed as a non-executive director in September 2013. Christopher was Managing Director of Costa Coffee from 2012 to 2016 and a director of Whitbread plc from 2005 to 2016 where he also served as Group Finance Director. He was Group Finance Director of Woolworth Group plc from 2001 to 2005 and previously held senior roles in both finance and commercial functions in Comet Group plc and Kingfisher plc. He was also a non-executive director of HMV Group plc from 2006 to 2012.



John Rogers
Non-Executive Director

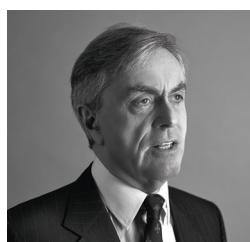
Nationality
British

Appointment Date
1 November 2014

Committee membership
Audit Committee, Nominations Committee and Remuneration Committee

Skills and experience

John was appointed as a non-executive director in November 2014 and is currently Chief Executive Officer of Sainsbury's Argos and a member of the J Sainsbury's plc Board and Sainsbury's Bank plc Board. Prior to his appointment as CEO of Sainsbury's Argos, John was Chief Financial Officer of J Sainsbury plc for six years and during his career at Sainsbury's he also held the posts of Property Director, Director of Group Finance and Director of Corporate Finance. Before joining Sainsbury's, John held a variety of financial, operational and strategy roles.



Robert Walker
Non-Executive Chairman

Nationality
British

Appointment Date
30 September 2009
Chairman from 17 May 2010

Committee membership
Nominations Committee Chairman, Stay Safe Committee and Remuneration Committee

Skills and experience

Robert was appointed as a non-executive director in 2009 and became Chairman in 2010. He is also chairman of Enterprise Inns plc and Eagle TopCo Limited. He was previously chairman of W H Smith plc, Williams Lea Group Ltd, Americana International Holdings Ltd and BCA Marketplace, senior independent director of Tate & Lyle plc and Group Chief Executive of Severn Trent plc. Previously, he spent over 30 years with Procter & Gamble, McKinsey and PepsiCo and has also served as a non-executive director on a number of other FTSE 100 and 250 boards.



Alan Williams
Chief Financial Officer

Nationality
British

Appointment Date
3 January 2017
Chief Financial Officer from 3 January 2017

Committee membership
Executive Committee

Skills and experience

Alan joined Travis Perkins plc as Chief Financial Officer in January 2017 and is a member of the Executive Committee. Prior to joining the business Alan served as CFO at Greencore Group plc for 6 years. Alan also previously worked at Cadbury plc in a variety of financial roles in the UK, France and the USA. Alan is a qualified accountant and treasurer and has a strong background in leading strategic initiatives, mergers and acquisitions, integration and business transformation.

Notes and General Information

Attending the Meeting

You have the right to attend, to speak and to vote at the Annual General Meeting (“AGM”) if you are on the register of members of the Company at the close of business on 22 May 2017. Changes to the register of members after this time will be disregarded in determining the rights of any person to attend, to speak and to vote at the meeting.

If you hold your shares in a nominee, you will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified by them to the registrar by the appropriate deadline (12.00 noon on Monday, 22 May 2017). If they appoint you as a corporate representative, they will need to provide you with a letter setting out the details of the appointment and of your shareholding, which you will need to bring with you to the meeting along with photographic proof of identity.

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member.

A map and directions to the venue are set out on the back page of this Notice.

If you attend the AGM, please make your way to the registration desk in the foyer of the Barwell Stand when you arrive. Copies of this Notice and the Annual Report and Accounts will be available at the meeting.

Accessibility

Special arrangements have been made to help shareholders with disabilities. An audio induction loop will be provided at the venue for people with hearing difficulties. If you wish to use the audio induction loop, please make yourself known to a steward on entering the meeting, who will ensure that you sit in the designated zone. There will be facilities for shareholders who are in wheelchairs. Please let us know in advance if you will need wheelchair or any other special assistance to ensure appropriate arrangements are in place. Anyone accompanying a shareholder in need of assistance will be admitted to the meeting. Other guests will only be admitted at the discretion of the Company.

Asking Questions

Shareholders and their proxies will have the opportunity to ask questions at the AGM. When invited by the Chairman, if you wish to ask a question, please wait for a Company representative to bring you a microphone. It would be helpful if you could state your name before you ask your question. Questions may not be answered at the AGM if they are deemed not to be in the interests of the Company, or the good order of the AGM, would interfere unduly with the preparation for the AGM, or involve the disclosure of confidential information, or if the answer has already been given on a website. The Chairman may also nominate a Company representative to answer a specific question after the AGM or refer the response to the Company’s website.

Voting

Voting on all resolutions at the meeting will be by way of a show of hands. Your vote counts whether you are able to attend the meeting or not and we will report the total proxy votes cast in advance for each resolution at the meeting. The results of the voting will be announced through a Regulatory Information Service and will be published on our website www.travisperkinsplc.co.uk on 24 May 2017 or as soon as reasonably practicable thereafter.

Even if you cannot attend the Annual General Meeting, you can still make your vote count by voting by proxy. You can:

- register your proxy vote electronically by logging on to www.travisperkins-shares.com;
- use the CREST electronic proxy instruction service; or
- complete and return a paper Proxy Form.

Proxies

The appointment of a proxy will not prevent a member from subsequently attending, voting and speaking at the AGM in person, in which case any votes of the proxy will be superseded.

A member of the Company is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote at a general meeting of the Company. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attaching to different shares. A proxy need not be a member.

To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars or you may photocopy the form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

To be effective, the instrument appointing a proxy and any authority under which it is signed (or a notarially certified copy of such authority) for the AGM to be held at Northampton Rugby Football Club, Franklin's Gardens, Weedon Road, Northampton NN5 5BG, at 12.00 noon on Wednesday, 24 May 2017 and any adjournment(s) thereof must be returned to Capita Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, by 12.00 noon on 22 May 2017. Alternatively, you may appoint your proxy online by accessing the Share Portal at www.travisperkins-shares.com, logging in and selecting the "Proxy Voting" link. If you have not previously registered for the share portal, 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 proxy form, share certificate or dividend confirmation), family name and postcode (if resident in the UK).

CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do by using the procedures described in the CREST Manual.

CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments (12.00 noon on 22 May 2017). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company'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 and voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com/CREST

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.

Documents Available for Inspection

The following documents will be available for inspection at the Registered Office of the Company and at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street EC2A 2EG during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice to the date of the AGM and at Northampton Rugby Football Club from 11.45 am on the day of the AGM until the conclusion of the AGM:

- Copies of executive directors' service contracts and non-executive directors' letters of appointment with the Company, or with any of its subsidiary companies.
- A copy of the proposed new Performance Share Plan, Deferred Share Bonus Plan and Co-Investment Plan rules.

Total Voting Rights

At 27 March 2017 (being the latest practicable date before publication of this notice) the issued share capital of the Company consisted of 250,979,873 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 27 March 2017 were 250,979,873.

Audit Concerns

Members meeting the threshold requirements set out in section 527 of the Companies Act 2006 have the right to require the Company to publish a statement on its website in relation to the audit of the Company's accounts that are to be laid before the meeting or any circumstances connected with an auditor of the Company ceasing to hold office since the previous AGM. The Company may not charge the requesting shareholders for website publication of such a statement. The Company must also 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 meeting includes any website statement relating to audit concerns.

Electronic Addresses

Please note that you may not use any electronic address provided in this document to communicate with the Company for any purpose other than that expressly stated.

Shareholder Fraud

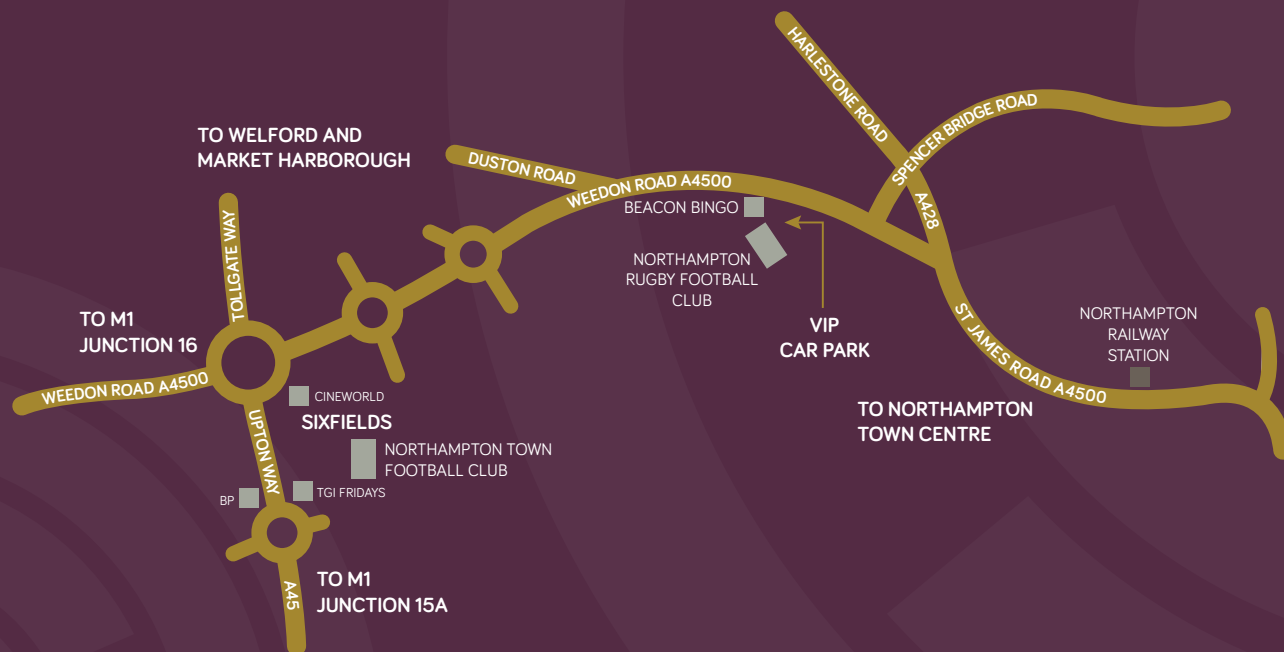
Shareholders may be targeted by 'investment specialists' concerning investment matters. Travis Perkins plc does not endorse any services offered by these companies. Please note that the only share dealing services that we endorse are included in our Annual Report and Accounts and shareholder mailings. If you receive any unsolicited communications, we recommend that you record the name of the person and organisation, their telephone number, any email or website address given, details of the proposed transaction and any other information they give you. You should also check that they are properly authorised by the FCA before providing any personal information. You can do this at www.register.fca.org.uk, by calling the FCA Consumer Helpline on 0800 111 6768 or by emailing consumer.queries@fca.org.uk.

This Page Intentionally Left Blank

Directions to Northampton Rugby Football Club

Franklin's Gardens, Weedon Road, Northampton, NN5 5BG

The Travis Perkins plc AGM will be held in The Sturtridge Suite within the Barwell Stand. Parking is available in the VIP Car Park (follow VIP Car Park signs off Weedon Road).



From the South (via the M1)

Exit off motorway at junction 15A and follow the signs towards Sixfields.

At roundabout with TGI Fridays on the right and a BP petrol station on the left carry straight on up the hill. At Cineworld roundabout turn right towards the Town Centre. Go straight over the next two roundabouts.

Continue on that road (Weedon Road). The entrance to Franklin's Gardens is on the right immediately after Beacon Bingo. Follow the signs for the VIP car park off Weedon Road.

From the East, Peterborough, Cambridge, Wellingborough

Take A45 towards Northampton and M1. At Queen Eleanor Interchange, take 4th exit signposted West/Sixfields. Bear left past County Police HQ (Wootton Hall Park).

At Tesco Roundabout take 3rd exit onto Danes Camp Way towards Sixfields. Cross next roundabout and at lights turn right onto Upton Way.

Cross 2 small roundabouts, passing BP garage on left and TGI Fridays on right. At Cineworld (on right) roundabout turn right and then continue as from South.

From the North (via the M1)

Exit off motorway at junction 16 and follow the A45 to Northampton. At Cineworld roundabout continue straight on and continue as from the South.

From Welford, Market Harborough

Aim towards the Kingsthorpe area of Northampton. Turn right at the major set of traffic lights (the Cock Hotel is on the corner), signposted Sixfields. Continue on this road until you get to Cineworld roundabout (approx 3 miles). Turn left at the Cineworld roundabout then continue as from the South.

Directions from the Railway Station

Turn right out of the station. Walk over the railway bridge. Pass the Thomas A Becket pub. Take the left fork in the road. Franklin's Gardens is on your left. The walk takes approximately 15 minutes.

Nearest Airports

London Luton and Nottingham East Midlands.

Further Information

For further details about the venue:
www.northampton saints.co.uk