

Travis Perkins 



Notice of Annual  
General Meeting 2018

## Contents

Page

<b>3</b>	<b>Chairman's Introduction</b>
<b>4</b>	<b>Notice of Annual General Meeting and Resolutions to be Proposed</b>
<b>9</b>	<b>Shareholder Notes and General Information</b>
<b>12</b>	<b>Director's Biographies</b>
<b>15</b>	<b>Directions</b>

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](http://www.travisperkinsplc.co.uk)



Dear 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 Friday, 27 April 2018 commencing at 12.30pm (the "Notice"). Directions can be found on page 15 of this Notice.

The business of the meeting comprises resolutions that we regularly bring to shareholders. As a new director to the Travis Perkins plc board I will be standing for formal election at the AGM. All other directors will also be proposed for re-election in line with the UK Corporate Governance Code.

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 will be welcome to ask questions at the meeting. If you would like to submit a question in advance, please write to the Company Secretary at Ryehill House, Lodge Way Industrial Estate, Northampton NN5 7UG or email: [cosec@travisperkins.co.uk](mailto:cosec@travisperkins.co.uk)

We recognise that not all shareholders will be able to attend this year's meeting in person, so all resolutions will be decided on a poll.

If you cannot attend the AGM, I would encourage you to still use your vote regardless of the number of shares you hold. You can register your proxy appointment and voting instruction electronically at [www.travisperkins-shares.com](http://www.travisperkins-shares.com). Further details on how to do this can be found on page 9 of this Notice. If you would still like to vote by post, please download a form from our website, complete and return it to PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. Alternatively, you can request a Proxy Form to be sent to you by our Registrars, Link, by calling them on 0371 664 0330.

**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. Your directors will be voting all of the Ordinary shares which they hold in favour of all the resolutions and unanimously recommend that you do so as well.**

I look forward to meeting you at the AGM.

**Stuart Chambers**  
**Chairman**  
16 March 2018

## Notice of Annual General Meeting

**Notice is hereby given** that the 54th 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 Friday, 27 April 2018 commencing at 12.30pm for the transaction of the business set out below.

To consider and, if thought fit, to pass the following Resolutions (set out in bold below), of which Resolutions 1 to 15 (inclusive) will be proposed as ordinary resolutions and Resolutions 16 to 19 (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 & Accounts for the year ended 31 December 2017.**

- The Chairman will present the accounts and reports of the directors for the year ended 31 December 2017 to the Annual General Meeting.

### Directors’ Remuneration

**2. To approve the Directors’ Remuneration Report contained within the Annual Report and Accounts for the financial year ended 31 December 2017.**

- The Directors’ Remuneration Report (which is set out on pages 64 to 81) of the Annual Report and Accounts contains (i) the Annual Remuneration Report; and (ii) the annual statement by the chairman of the Remuneration Committee.
- The vote upon the Directors’ Remuneration report is advisory and therefore no entitlement to remuneration is conditional on the passing of the resolution.
- The Directors’ Remuneration Policy was approved by shareholders at the Company’s 2017 AGM and remains unchanged. That authority granted by shareholders will expire at the conclusion of the AGM of the Company in 2020 and the Company will propose a Remuneration Policy resolution at the 2020 AGM to the extent that shareholders are not asked to vote on any proposed changes to the current policy in the meantime.

### Dividend

**3. To declare a final dividend for the financial year ended 31 December 2017 of 30.5 pence per ordinary share, payable to shareholders on the register at the close of business on 6 April 2018.**

- A final dividend of 30.5 pence per ordinary share for the year ended 31 December 2017 is recommended by directors for payment. If shareholders approve the recommended final dividend, this will be paid on 11 May 2018 to all ordinary shareholders on the register of members at the close of business on 6 April 2018.

### Election and re-election of directors

- Stuart Chambers has been appointed as a director since last year’s AGM and will stand for election at this year’s AGM.
- In accordance with the requirements of the UK Corporate Governance Code, all directors will retire at this year’s AGM and resolutions 4 to 12 (inclusive) propose their election and re-election by the shareholders at this year’s Annual General Meeting. Biographies of each of the directors can be found on page 12 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 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.

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

#### Auditors

13. 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.
  - 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. On the recommendation of the Audit Committee, the Board is recommending to shareholders the re-appointment of KPMG LLP as the Company's auditor.
  - KPMG LLP were first appointed at the 2015 AGM. The Audit Committee has assessed the effectiveness, independence and objectivity of the external auditor, KPMG LLP, and concluded that the external auditor was in all respects effective.
14. To authorise the Audit Committee of the Board to fix the remuneration of the Company's auditor.
  - This resolution gives authority to the directors to determine the auditors' 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 £935,000, (2016: £900,000) for audit-related work, and £120,000 (2016: £242,000) for non-audit work (see note 5 in the accounts).

#### Authority to allot securities

15. 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 £8,404,505 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (b) of this Resolution 15 in excess of ££8,404,505; and
  - [b] comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £16,809,010 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (a) of this Resolution 15) 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 27 July 2019) 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.
  - The purpose of this resolution is to renew the directors' authority to allot shares.
  - Paragraph (a) of this Resolution would give the directors the authority to allot ordinary shares up to an aggregate nominal amount equal to £8,404,505 (representing 84,045,048 ordinary shares of 10 pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 16 March 2018, 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 £16,809,010 (representing 168,090,100 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 16 March 2018, 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 27 July 2019.
- 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.

### Disapplication of pre-emption rights

- Resolutions 16 and 17 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 15 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.

**16. That, if Resolution 15 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 15 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 £1,260,676.**

**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 27 July 2019) 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.**

- Resolution 16 will permit the directors to allot:
  - [a] equity securities for cash and sell treasury shares up to a nominal amount of £16,809,010, representing two-thirds of the company’s issued share capital as at 16 March 2018 (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 £1,260,676, representing approximately 5% of the issued ordinary share capital of the Company as at 16 March 2018 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

17. That if Resolution 15 granting authority to allot shares is passed, the Board be authorised in addition to any authority granted under Resolution 16 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 15 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 £1,260,676 ; 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 27 July 2019) 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.

- Resolution 17 will permit the directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal amount of £1,260,676, representing approximately a further 5% of the issued ordinary share capital of the Company as at 16 March 2018 (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 17 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 17 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 27 July 2019.
- 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.

## General Meetings

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

- 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. 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 2019, 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.

## Purchase of Own Shares

19. 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 25,213,515 (representing approximately 10% of the issued share capital of the Company as at 16 March 2018);
- [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 27 July 2019, 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.

- 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 25,213,515 (representing approximately 10% of the issued ordinary share capital of the Company as at 16 March 2018) 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 27 July 2019.
- 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 16 March 2018, being the latest practicable date prior to the publication of this document, there were options to subscribe for 8,209,528 ordinary shares in the capital of the Company, which represent 3.3% 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 3.6% of the Company’s issued ordinary share capital (excluding any treasury shares) as at that date. As at 16 March 2018, the Company did not hold any treasury shares in the Company and no warrants over ordinary shares in the capital of the Company existed.

By Order of the Board

### Deborah Grimason

Company Secretary and General Counsel  
16 March 2018

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

Registered in England & Wales

Company No. 824821

## Notes and General Information

### Attending the meeting

You have the right to attend, to speak and to vote at the Annual General Meeting if you are on the register of members of the Company at the close of business on 25 April 2018. 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 (12.30 pm on Wednesday, 25 April 2018). 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 is set out on page 15.

If you attend the Annual General Meeting, please go 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 resolutions 1 - 19 at the meeting will be by way of a poll. Your vote counts whether you are able to attend the meeting or not. The results of the poll will be announced through a Regulatory Information Service and will be published on our website [www.travisperkinsplc.co.uk](http://www.travisperkinsplc.co.uk) on 27 April 2018 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](http://www.travisperkins-shares.com);
- use the CREST electronic proxy instruction service; or
- download (or request a copy from the Company's Registrar), 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 Meeting 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.

You may appoint your proxy online by accessing the Share Portal at [www.travisperkins-shares.com](http://www.travisperkins-shares.com), logging in and selecting the "Proxy Voting" link. To appoint more than one proxy, use the free text field and insert the names of each proxy and the number of shares in relation to which they are authorised to act. 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 the enclosed letter, a share certificate or dividend confirmation), family name and postcode (if resident in the UK). Alternatively, you may download, print and complete a paper proxy form from the Company's website (or request a copy from the Company's Registrar) and return a hard copy. 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 12.30 pm on Friday, 27 April 2018 and any adjournment(s) thereof must be submitted online or returned to Link Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, by 12.30 pm on 25 April 2018.

If you have requested and received a paper proxy and wish to appoint more than one proxy, you will need one paper proxy form per proxy to be appointed. 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.

## Appointment of Proxies through 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 (12.30 pm on Wednesday, 25 April 2018). 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.

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](http://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 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 12.15 pm on the day of the AGM until its conclusion:

- Copies of executive directors' service contracts; and
- Copies of non-executive directors' letters of appointment with the Company

### **Total Voting Rights**

At 16 March 2018 (being the latest practicable date before publication of this Notice) the issued share capital of the Company consisted of 252,135,145 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 16 March 2018 were 252,135,145.

### **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 Annual General Meeting. 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**

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**

Some shareholders are targeted by 'investment specialists' concerning investment matters. Travis Perkins 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](http://www.register.fca.org.uk), by calling the FCA Consumer Helpline on 0800 111 6768 or by emailing [consumer.queries@fca.org.uk](mailto:consumer.queries@fca.org.uk).

## Biographies of the Directors



**Stuart Chambers**  
**Non-executive Chairman**  
**Nationality** British  
**Appointment Date**  
 Non-executive Director -  
 1 September 2017  
 Chairman from 7 November 2017  
**Committee membership**  
 Nominations Committee Chairman,  
 Remuneration Committee and  
 Stay Safe Committee

**Skills and experience**  
 Stuart is currently Chairman of Anglo American plc and a member of the UK Takeover Panel. Stuart was Chairman of Rexam plc from 2012 to 2016 and ARM Holdings plc from 2014 to 2016. He served as a non-executive director on the Boards of Tesco plc, Tesco Bank, Manchester Airport Group, Smiths Group plc and Associated British Ports Holdings plc. His executive career included 10 years with Shell and 10 years with the Mars Corporation. Stuart then joined Pilkington plc in 1996, where he was appointed Group Chief Executive in 2002. Pilkington was acquired by Nippon Sheet Glass in 2006 and Stuart became Group Chief Executive of the new combined Group until 2010.



**John Carter**  
**Chief Executive**  
**Nationality** British  
**Appointment Date**  
 Executive Director - 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. With over 39 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 headed up the integration of key strategic acquisitions for the Group including Keyline in 1999, Wickes in 2005 and BSS Group in 2010. John is a non-executive director of McCarthy and Stone plc.



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

**Skills and experience**  
 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, strategy and the Group online, financial services and hotel businesses. Prior to this Tony was the CFO and then CEO of the Loyalty Management Group and held senior finance roles at The Boots Group plc after qualifying as a chartered accountant at Ernst & Young. Tony has been a non-executive director on the Dyson Shareholder Board since 2013.



**Alan Williams**  
**Chief Financial Officer**  
**Nationality** British  
**Appointment Date**  
 3 January 2017  
**Committee membership**  
 Executive Committee

**Skills and experience**  
 Prior to joining the Group, 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.

**Biographies of the Directors (continued)**

**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 is a non-executive director of Ocado plc, Coats Group plc, The Royal Parks which is charitable public corporation and a trustee of the charity, The Duke of Edinburgh's Award. She 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.



**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 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, Shed Media plc and HBOS plc, and a global advisor and director of Grant Thornton International Limited. Prior 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 is a Chartered Surveyor as well as a Chartered Accountant and is currently Chief Executive of Taylor Wimpey plc. He was previously Chief Executive of George Wimpey plc and prior to that, successively held the posts of Finance Director and Chief Executive of George Wimpey's UK Housing business. Pete is also a Trustee of the homelessness charity Crisis and Chairman of the Youth Adventure Trust.



**Christopher Rogers**  
**Senior Independent  
 Non-Executive Director**  
**Nationality** British  
**Appointment Date**  
 1 September 2013  
**Committee membership**  
 Audit Committee,  
 Nominations Committee and  
 Remuneration Committee

**Skills and experience**

Chris is currently Chairman of Rush Hair Group Limited, a business backed by Lloyds Development Capital and a visiting fellow at Durham University. Prior to this, Chris was Managing Director of Costa Coffee from 2012 to 2016 and a director of Whitbread plc from 2005 to 2016 where he served as Group Finance Director. He was Group Finance Director of Woolworth Group plc and Chairman of the Woolworth Entertainment businesses from 2001 to 2005 and previously held senior roles in both finance and commercial functions in Comet Group plc and Kingfisher plc. Chris 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 and  
 Nominations Committee

**Skills and experience**

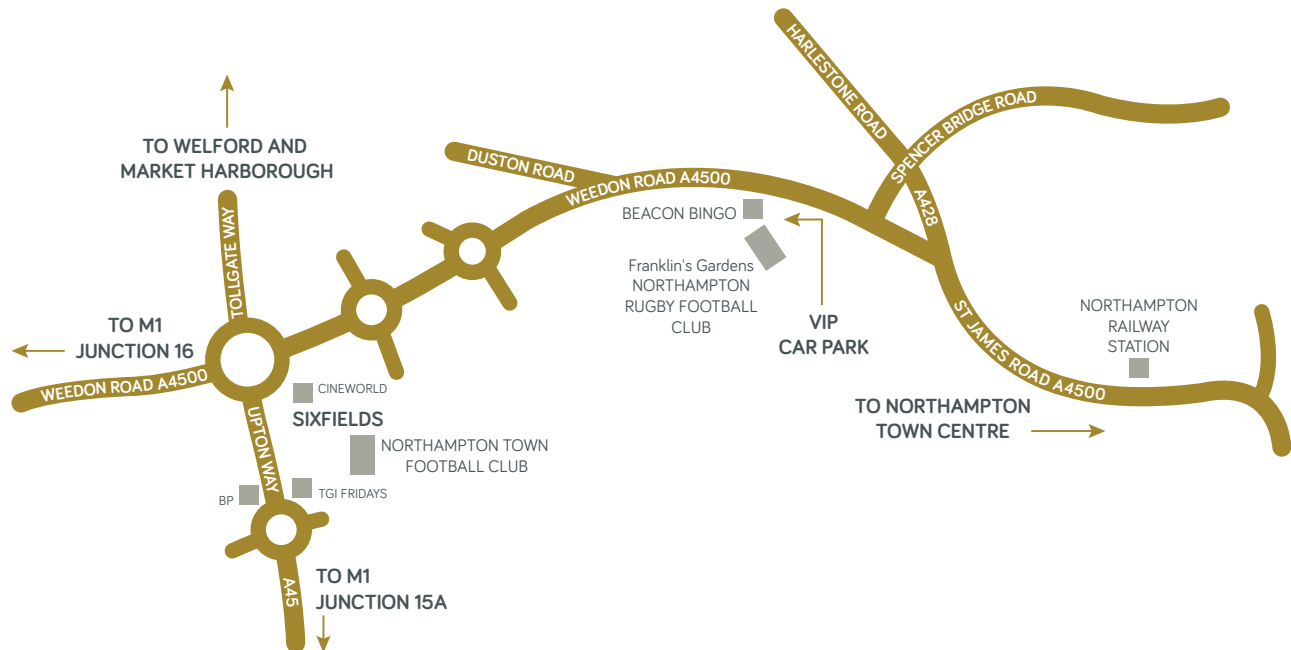
John is currently Chief Executive Officer of Sainsbury's Argos and a member of the J Sainsbury's plc Board and Sainsbury's Bank plc Board. Prior to his appointment as CEO of Sainsbury's Argos, John was Chief Financial Officer of J Sainsbury plc for six years and during his career at Sainsbury's he also 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.

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# 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.

## 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.

## Further Information

For further details about the venue:  
[www.northamptonsaints.co.uk](http://www.northamptonsaints.co.uk)



**Travis Perkins** 

Travis Perkins plc,  
Lodge Way House, Harlestone Road,  
Northampton. NN5 7UG  
01604 752424  
[www.travisperkinsplc.com](http://www.travisperkinsplc.com)

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