



**CREST
NICHOLSON**

2026 Notice of Annual General Meeting



The Annual General Meeting of Crest Nicholson Holdings plc will be held on Wednesday 25 March 2026 at 10.30am at 500 Dashwood Lang Road, Bourne Business Park, Addlestone, Surrey KT15 2HJ.

This document is important and requires your immediate attention.

If you are in any doubt as to what action you should take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other professional advisor authorised under the Financial Services and Markets Act 2000 as soon as possible.

If you have sold or otherwise transferred all of your shares in Crest Nicholson Holdings plc, please pass this document (together with the accompanying Form of Proxy) to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass this document (together with the accompanying Form of Proxy) to the person who now holds the shares. If you have sold or transferred only part of your holding of shares in Crest Nicholson Holdings plc, you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



Crest Nicholson Holdings plc
500 Dashwood Lang Road
Bourne Business Park, Addlestone
Surrey KT15 2HJ

Registered number 06800600
Registered in England and Wales

Find out more

Visit our website corporate.crestnicholson.com for investor information including

- The Crest Nicholson Holdings plc 2025 Annual Report
- Our strategy and investment proposition
- Our leadership and approach to corporate governance



Key dates

- 1 Proxy appointments to be lodged by**
10.30am on Monday 23 March 2026
- 2 Entitlement to attend and vote**
6.30pm on Monday 23 March 2026
- 3 Deadline for submitting questions in advance**
6.30pm on Monday 23 March 2026
- 4 Annual General Meeting**
10.30am on Wednesday 25 March 2026

Voting

Your vote matters. If you cannot attend the meeting, please vote by appointing a proxy.

Vote online via the Investor Centre mobile app, or online at
uk.investorcentre.mpms.mufig.com



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App Store



GET IT ON
Google Play

Key contact information

Crest Nicholson Holdings plc

Registered address: 500 Dashwood Lang Road,
Bourne Business Park, Addlestone, Surrey KT15 2HJ

Telephone: 01932 580 555

Email: cosec@crestnicholson.com

Website: corporate.crestnicholson.com

Crest Nicholson's Registrar

MUFG Corporate Markets
Central Square, 29 Wellington Street, Leeds LS1 4DL

International Shareholder Helpline: +44 (0) 371 664 0300

Email: shareholderenquiries@cm.mpms.mufig.com

Website: uk.investorcentre.mpms.mufig.com

Chairman's statement



Dear Shareholder

2026 Notice of Annual General Meeting

The Annual General Meeting (AGM) of Crest Nicholson Holdings plc (Company) will be held at 500 Dashwood Lang Road, Bourne Business Park, Addlestone, Surrey KT15 2HJ at 10.30am on Wednesday 25 March 2026. Full directions to the location of the meeting are available on page 9.

The notice convening the AGM (Notice) and the resolutions to be proposed are set out on pages 4 and 5 of this document.

The explanatory notes of the business to be transacted at the AGM are set out on pages 6 and 7 of this document.

This document should be read in conjunction with the Annual Report and Accounts for the year ended 31 October 2025 which is available on our website at corporate.crestnicholson.com/results.

Voting at the AGM

We encourage all shareholders to vote and, where possible, vote electronically by proxy. To ensure that the interests of all shareholders are considered, the resolutions set out in the Notice will be put to the vote by way of poll.

If you are unable to attend the AGM, or would like to vote in advance, you can do so in one of the following ways:

- complete and return a paper Form of Proxy to the Company's Registrar, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL
- register your proxy vote electronically via the MUFG Corporate Markets Investor Centre mobile app or at uk.investorcentre.mpms.mufg.com.

Further information relating to voting by proxy is set out on page 8. Please note that the deadline for receipt by MUFG Corporate Markets of all proxy appointments, both in paper form or electronically, is **10.30am on Monday 23 March 2026**.

Asking questions at the AGM

Engagement with our shareholders is important to us and any shareholder attending the AGM has the right to ask questions.

The Directors will endeavour to answer any questions relating to the business being dealt with at the meeting. Arrangements have been made so that shareholders who are unable to attend the AGM can submit questions on the business of the AGM and the resolutions ahead of the AGM by email to cosec@crestnicholson.com. We will provide written responses directly to questions received this way.

Recommendations

Your Board believes that each of the proposed resolutions set out in the Notice is in the best interests of the Company and its shareholders as a whole and recommends you vote in favour of all resolutions, as your Directors intend to do in respect of their own beneficial shareholdings.

The results of the voting on the resolutions will be announced to the London Stock Exchange via a Regulatory Information Service shortly after the meeting and published on our website.

Yours sincerely

Iain Ferguson CBE
Chairman

17 February 2026



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Crest Nicholson Holdings plc (Company) will be held at 10.30am on Wednesday 25 March 2026 at 500 Dashwood Lang Road, Bourne Business Park, Addlestone, Surrey KT15 2HJ to consider, and if thought fit, pass the resolutions set out below.

Resolutions 1 to 14 inclusive will be proposed as ordinary resolutions. For each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution.

Resolutions 15 to 18 inclusive will be proposed as special resolutions. For each of those resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

The Board considers all resolutions to be in the best interests of the Company and its shareholders as a whole and recommends that you vote FOR these resolutions.

Ordinary resolutions

2025 Annual report and accounts

1. To receive the Company's financial statements and the reports of the Directors and auditors for the year ended 31 October 2025.

Directors' remuneration report

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 October 2025.

Directors' remuneration policy

3. To approve the Directors' Remuneration Policy as set out on pages 86-92 of the Directors' Remuneration Report for the year ended 31 October 2025.

Final dividend

4. To declare a final dividend of 1.8 pence per ordinary share in respect of the year ended 31 October 2025.

Election and re-election of Directors

5. To elect Gillian Kent as a Director of the Company.
6. To re-elect David Arnold as a Director of the Company.
7. To re-elect Martyn Clark as a Director of the Company.
8. To re-elect Iain Ferguson CBE as a Director of the Company.
9. To re-elect Bill Floydd as a Director of the Company.
10. To re-elect Louise Hardy as a Director of the Company.
11. To re-elect Dr Maggie Semple OBE as a Director of the Company.

Appointment and remuneration of auditor

12. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office until the conclusion of the next general meeting before which accounts are laid.
13. To authorise the Audit and Risk Committee to determine the auditor's remuneration.

General authority to allot shares

14. To authorise the Directors, and in substitution for all subsisting authorities to the extent unused, in accordance with section 551 of the Companies Act 2006 (the Act), to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company:
 - a. up to an aggregate nominal amount of £4,282,361 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Act) allotted or granted under paragraph (b) below in excess of such sum); and
 - b. comprising equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £8,564,722 (such amount to be reduced by any shares allotted or rights granted under paragraph (a) above) in connection with a fully pre-emptive offer:

- i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

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 or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter.

The authorities under paragraphs (a) and (b) above shall continue for the period ending on the date of the next annual general meeting or at the close of business on 25 June 2027, whichever is the earlier, save that under this authority the Company may, before such expiry, make offers or enter into agreements 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 such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

Special resolutions

Disapplication of pre-emption rights

15. If Resolution 14 is passed, and in substitution for all subsisting authorities to the extent unused, to authorise the Directors, pursuant to section 570 and section 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority be limited to:

- a. the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14, by way of a fully pre-emptive offer only):

- i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter;

- b. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution 15) up to a nominal amount of £1,284,708]; and
- c. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) of this Resolution 15) up to an aggregate nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 15, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of AGM, and such authority shall continue for the period ending on the date of the next AGM or at the close of business on 25 June 2027, if earlier, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires, and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Additional authority for disapplication of pre-emption rights

16. If Resolution 14 is passed, and in substitution for all subsisting authorities to the extent unused, to authorise the Directors, in addition to any authority granted under Resolution 15, pursuant to section 570 and section 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash under the authority given by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority be limited to:
- a. the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,284,708], such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified 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 of AGM; and
 - b. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution 16) up to an aggregate nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 16, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of AGM,

such authority shall continue for the period ending on the date of the next annual general meeting or at the close of business on 25 June 2027, if earlier, but in each case, prior to its expiry, the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires, and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Share buyback

17. To authorise the Company generally and unconditionally, for the purposes of section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5 pence each in the capital of the Company on such terms and in such manner as the Directors shall from time to time determine, provided that:
- a. the maximum aggregate number of ordinary shares hereby authorised to be purchased is 25,694,170;
 - b. the minimum price (exclusive of expenses) which may be paid for an ordinary share is 5 pence;
 - c. the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
 - i. an amount equal to 105 per cent 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 date on which that ordinary share is contracted to be purchased; and
 - ii. an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
 - d. the authority shall continue for the period ending on the date of the next annual general meeting or at the close of business on 25 June 2027 if earlier, unless previously revoked, varied or renewed by the Company in general meeting prior to such time; and
 - e. the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of ordinary shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority, and the Company may complete such purchase(s) as if the authority had not expired.

Notice of general meetings

18. That the Directors be authorised to call a general meeting, other than an AGM, on not less than 14 clear days' notice.

By Order of the Board

Penny Thomas

Company Secretary

17 February 2026

Registered Office:
500 Dashwood Lang Road
Bourne Business Park
Addlestone
Surrey KT15 2HJ

Registered number 06800600
Registered in England and Wales

Explanatory notes on the resolutions

Resolutions 1 to 14 are proposed as ordinary resolutions. Resolutions 15 to 18 are proposed as special resolutions.

Resolution 1 – 2025 Annual report and accounts

The Directors will present the Company's Annual Report and Accounts (the 2025 Annual Report) for the financial year ended 31 October 2025. The Strategic Report, Corporate Governance Statement, Directors' Remuneration Report, Directors' Report, Auditor's Report and financial statements are contained within the 2025 Annual Report.

Resolution 2 – Directors' remuneration report

Shareholders are asked to approve the Directors' remuneration report for the year ended 31 October 2025 set out on pages 82-104 of the 2025 Annual Report.

The vote to approve the Directors' remuneration report is advisory in nature and will not affect the actual remuneration paid to Directors.

Resolution 3 – Directors' remuneration policy

The Company is required, pursuant to the Act, to put its Directors' remuneration policy to shareholders for approval at the AGM this year, having been three years since the Company's current Directors' remuneration policy was approved by shareholders (at the 2023 AGM). The proposed Directors' remuneration policy (the 2026 Policy) is outlined in the Directors' remuneration report on pages 86-92 of the 2025 Annual Report.

The current policy has been updated in taking into account the new strategy, corporate governance developments, institutional investor views and market practice. The 2026 Policy has been developed following consultation with our larger institutional investors, corporate governance advisory bodies and employees.

The vote on this resolution is binding and, if passed, the 2026 Policy will apply immediately following the AGM and will replace the current Directors' remuneration policy. The 2026 Policy will be effective for three years without the need for further shareholder approval, unless any amendments are proposed to it.

In May 2025 new regulations came into force which mean that the Directors will be able to make remuneration payments, subject to shareholder approval, which are not within the 2026 Policy, without having to ask shareholders to approve an amendment to the 2026 Policy to allow the payment. If Resolution 3 is not passed, the current Directors' remuneration policy approved at the AGM in 2023 will continue in effect, until a new policy is approved by shareholders.

Resolution 4 – Final dividend

The Directors recommend the payment of a final dividend of 1.8 pence per share in respect of the year ended 31 October 2025. If approved at the AGM, the dividend will be paid on 24 April 2026 to shareholders on the register at the close of business on 27 March 2026.

Resolutions 5-11 – Election and re-election of directors

In accordance with the provisions of the UK Corporate Governance Code 2018 and the Company's articles of association, all Directors retire at the end of each AGM unless elected or re-elected.

The Board proposes the election of Gillian Kent who has been appointed to the Board since the 2025 AGM. All other Directors are proposed for re-election, other than Octavia Morley who is stepping down from the Board after nine years service. It is proposed that Gillian Kent will take on the roles of Chair of the Remuneration Committee and Senior Independent Director following the AGM.

Following the annual Board performance review, the Board is satisfied that each Director standing for election or re-election continues to make effective and valuable contributions to the Board and demonstrates commitment to their role.

Biographical details of the Directors seeking election or re-election including an explanation of the importance of their contribution to the Board can be found in the Appendix to this Notice, on page 11.

Resolutions 12 and 13 – reappointment of auditor and auditor's remuneration

At every AGM at which the annual accounts are presented to shareholders, the Company is required to appoint an auditor to serve until the next such meeting. PricewaterhouseCoopers LLP was appointed at last year's AGM and is willing to seek re-appointment this year.

The Board, following a recommendation from the Audit and Risk Committee, asks you to approve their re-appointment and, following normal practice, to authorise the Audit and Risk Committee to determine their remuneration. A description of the audit assessment process and the effectiveness and quality of the audit is set out on page 78 of the 2025 Annual Report.

Resolutions 14, 15 and 16 – general explanation

These resolutions seek limited authority from shareholders for the Company to allot shares, and limited authority to allot shares in certain circumstances without first offering them to existing shareholders. They enable the Company to raise capital quickly and easily when needed, and permit the Directors to allot shares as consideration in a transaction.

Resolution 14 – authority to allot shares

The Investment Association Share Capital Management Guidelines (the IA guidelines) state that an authority to allot up to two-thirds of the existing issued share capital should be regarded by shareholders as routine business. The Company has taken authority for the full amount in prior years and seeks to do so again this year under Resolution 14.

This resolution seeks to give the Directors general authority to allot shares up to an aggregate maximum nominal amount of £8,564,722 representing approximately two-thirds of the nominal value of the Company's issued share capital (excluding shares held in treasury) on 9 February 2026, being the latest practicable date prior to the publication of this document. One half of this amount, being one-third of the company's issued ordinary share capital (excluding treasury shares) as at 9 February 2026, can be used only if the relevant securities are equity securities and are offered in connection with a rights issue (and which therefore does not include an open offer).

The authority sought under Resolution 14 will expire at either the next annual general meeting of the Company or the close of business on 25 June 2027, whichever is the earlier. The Directors intend to seek renewal of this authority again at next year's annual general meeting in accordance with current best practice.

The Directors have no current intention of issuing shares other than in relation to the Company's employee share schemes.

Resolutions 15 and 16 – disapplication of pre-emption rights

If the Directors wish to allot new shares or other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), section 561 of the Act requires that these shares are first offered to shareholders in proportion to their existing holdings.

Resolutions 15 and 16 seek limited authority for the Directors to allot shares for cash under the authority granted under Resolution 14 in certain circumstances without first offering them to existing shareholders. This is known as the disapplication of pre-emption rights.

The Pre-Emption Group's Statement of Principles 2022 on Disapplying Pre-Emption Rights (Statement of Principles 2022) allow Directors to allot shares for cash otherwise than in connection with a pre-emptive

offer (i) up to ten per cent of a company's issued ordinary share capital for use on an unrestricted basis, (ii) up to an additional ten per cent of issued ordinary share capital in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the allotment, and (iii) in the case of both (i) and (ii), up to an additional two per cent of issued ordinary share capital for the purposes only of a follow-on offer.

The Statement of Principles 2022 provides for a follow-on offer as a possible means of enabling retail shareholders in the Company to participate in a non-pre-emptive equity issue when it may not be possible (for timing or other reasons) for them to participate in a particular offer or placing being undertaken. The Statement of Principles 2022 sets out the expected features of any such follow-on offer, including in relation to qualifying shareholders, monetary caps on the amount qualifying shareholders can subscribe to and the issue price of the shares. The Directors confirm that they will follow the shareholder protections in Part 2B and the expected features of a follow-on offer in paragraph 3 of Part 2B of the Statement of Principles 2022.

The Directors are seeking authority to disapply pre-emption rights in two separate special resolutions:

Resolution 15 will permit the Directors to allot shares for cash or to dispose of treasury shares:

- (a) up to the maximum amount stated in Resolution 14, pursuant to a pre-emptive offering to existing shareholders (that is a rights issue or an open offer) without complying with the strict requirements of the statutory pre-emption provisions;
- (b) up to a maximum nominal value of £1,284,708 representing approximately ten per cent of the Company's issued ordinary share capital; and
- (c) otherwise than pursuant to (a) and (b) above, up to an aggregate nominal amount of £256,941 representing approximately two per cent of issued ordinary share capital, to be used only for the purposes of a follow-on offer.

At last year's AGM, two separate special resolutions, in line with the Statement of Principles 2022, were passed providing the Directors with authority to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing holdings. It is proposed that the authorities be renewed.

Resolution 16 will provide additional authority for the Directors to disapply pre-emption rights and allot new shares and other equity securities or sell treasury shares for cash up to a further aggregate nominal amount of £1,284,708, representing approximately ten per cent of issued ordinary share capital but only for the purposes of financing a transaction which the Directors determine to be either an acquisition or specified capital investment as contemplated by the Statement of Principles 2022, with authority for a further disapplication of pre-emption rights up to an aggregate nominal amount of £256,941 representing approximately two per cent of issued ordinary share capital to be used only for the purposes of a follow-on offer.

The aggregate nominal amounts above represent approximately ten per cent and two per cent respectively of the issued ordinary share capital of the Company as at 9 February 2026, being the latest practicable date prior to the publication of this Notice.

The Directors have no present intention of exercising either of the authorities granted by Resolutions 15 or 16, but they consider their grants to be appropriate to preserve maximum flexibility in the future.

The authorities contained in Resolutions 15 and 16 will expire at the same time as the authority to allot shares conferred in Resolution 14, being on the date of the next AGM of the Company or the close of business on 25 June 2027, whichever is the earlier.

As at 9 February 2026, being the latest practicable date before publication of this Notice, the Company held no equity securities in treasury.

Resolution 17 – purchase of own shares by the company

This resolution seeks to renew the authority for the Company to make market purchases of its own shares. Shareholders are therefore asked to authorise the Company to purchase up to an aggregate maximum of 25,694,170 ordinary shares, which represents approximately 10 per cent of the Company's issued share capital as at 9 February 2026, being the latest practicable date prior to the publication of this Notice. As at the date of this Notice, no purchases have been made under the authority granted to the Company on 26 March 2025.

The Directors do not currently have any intention of exercising this authority but will keep the matter under review, considering the financial resources of the Company, the Company's share price and future funding opportunities.

It is considered prudent to have this authority to be able to act at short notice if circumstances change. The authority will be exercised only if, in the opinion of the Directors, this would result in an increase in earnings per share and be in the best interests of the Company and its shareholders generally, given the market conditions and the price prevailing at the time.

The total number of options to subscribe for ordinary shares outstanding as at 9 February 2026 (excluding the issued but unallocated ordinary shares held under the employee share ownership trust of the Company), being the last practicable date prior to the publication of this Notice, was approximately 6,538,750, representing approximately 2.54% of the issued share capital. If the Company was to buy back the maximum number of ordinary shares permitted, in addition to the authority that currently exists, then the total number of options to subscribe for ordinary shares outstanding as at 9 February 2026 would represent approximately 3.18% of the reduced issued share capital.

Resolution 18 – notice of general meetings

Under the provisions in the Act, listed companies must call general meetings (other than an annual general meeting) on at least 21 clear days' notice unless the company:

- a. has obtained shareholder approval for the holding of general meetings on 14 clear days' notice by passing an appropriate resolution at its most recent annual general meeting; and
- b. offers the facility for shareholders to vote by electronic means accessible to all shareholders.

Resolution 18 seeks the approval of shareholders to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice.

The Directors confirm that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive and is thought to be to the advantage of the shareholders as a whole.

The Company undertakes to meet the requirements for electronic voting to be available to all shareholders for that meeting. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Voting

Your vote matters. If you cannot attend the meeting on the day, please vote by appointing a proxy.

Voting before the AGM

All shareholders are encouraged to vote. There are several ways to submit your voting instructions in advance of the meeting.

- At the MUFG Corporate Markets Investor Centre uk.investorcentre.mpms.mufg.com or via the mobile app. Search for MUFG Corporate Markets on the Apple App Store or Google Play.
- By completing and returning a paper Form of Proxy to MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL.
- Via CREST by following the procedures described in the CREST manual at euroclear.com.
- Via Proximity at proximity.io.

The deadline for receipt by our Registrar of all proxy appointments, both in paper form or electronically, is 10.30am on Monday 23 March 2026. If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the meeting in person and voting.

Voting at the AGM

Voting on all resolutions will be decided by a poll. In accordance with UK listing requirements, there is a 'vote withheld' option when voting. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes 'for' or 'against' a resolution.

Voting will be open from the time the chair of the AGM declares the poll open until it is closed. The chair of the AGM will notify those in attendance shortly prior to the poll closing so that they can cast their votes.

Voting results

The total of the votes cast by shareholders 'for' or 'against' or 'withheld' on each resolution will be announced via a regulatory information service and published on corporate.crestnicholson.com as soon as practicable following the AGM.

You can instruct your proxy how to vote. Where no specific instruction is given by you, your proxy may vote at their discretion or refrain from voting as they see fit. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If the chair of the AGM is appointed as your proxy, he will vote in accordance with any instructions given to him; if the chair of the AGM is given discretion as to how to vote, he will vote in line with the Board recommendations on each of the resolutions.

- A proxy need not be a member of the Company.
- You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares that you hold.
- The appointment of a proxy will not preclude you from attending and voting in person at the AGM if you subsequently decide to do so.
- If you return both paper and electronic proxy instructions, the latest received by the Registrar before the latest time for receipt of proxies will take precedence.

Proxies not notified to the Registrar, MUFG Corporate Markets, ahead of the proxy deadline may be denied access to the meeting and will be unable to vote. Giving your Form of Proxy to your proxy is not sufficient. They must be appointed in advance of the meeting using one of the methods set out above.

I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST manual (euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by the Registrar, MUFG Corporate Markets, (ID RA10) by **10.30am on Monday 23 March 2026**. It is the responsibility of the CREST member concerned to take 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 Company may treat a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

Can I use the Proximity system to vote?

If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. See proximity.io.

Your proxy must be lodged by **10.30am on Monday 23 March 2026** to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Voting FAQs

How do I access the Investor Centre?

If you have not already registered with the Investor Centre you'll need an email address, a secure password and to set up Multi-Factor Authentication. When logging in, select Crest Nicholson Holdings plc as the issuer, enter your Investor code (IVC – available on your form of proxy or notice of availability), your name and your postcode. If you have an Investor Centre account already for other companies' shareholdings, you can simply link your Crest Nicholson Holdings plc holding using your IVC.

When is my voting entitlement fixed?

To attend, speak and vote at the meeting you must be a registered holder of shares at **6.30pm on 23 March 2026** (or, if the AGM is adjourned, at 6.30pm two business days before the date of any adjourned meeting). Your voting entitlement will depend on the number of shares you hold at that time. Changes to the Register of Members after the relevant deadline will be disregarded in determining the rights of any person to attend or vote at the AGM.

I can't attend the AGM but want to vote – what can I do?

If you are a registered holder and cannot attend the meeting, you can appoint the chair of the AGM to vote on your behalf, or any other person to exercise your rights, including to attend, speak and vote on your behalf in person. This person is called your proxy.

Attending the AGM

The meeting will be held at the Crest Nicholson Holdings plc offices at 500 Dashwood Lang Road, Bourne Business Park, Addlestone, Surrey KT15 2HJ on Wednesday 25 March 2026, starting at 10.30am.

Travelling to the meeting

By car

The postcode for sat nav purposes is KT15 2HJ. Leaving the M25 at junction 11, exit for Chertsey/A320/Woking. Take St Peter's Way/A320 towards Weybridge and continue straight on the dual carriageway. At the roundabout, take the third exit onto Woburn Hill/A317.

Go straight across the mini roundabout. At the next set of traffic lights, turn right onto Link Road, signposted Bourne and Weybridge Business Parks. At the roundabout take the third exit onto Dashwood Lang Road.

As you enter Dashwood Lang Road you will find the barrier to enter the park. This is open during peak times. If the barrier is not open, press the intercom button for Building 500 and the barrier will be opened for you.

Drive down Dashwood Lang Road until you see the building signposted B500. At the left-hand bend, take the right turn into the B500 car park and park in the main car park.

By public transport

The nearest railway station is Addlestone, which is about 15 minutes' walk from Bourne Business Park. The business park can be accessed from the pedestrian entrance on Alexandra Road – see walking route map below.



Attending the AGM FAQs

I hold shares through a broker or nominee – how can I attend?

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 to the Registrar, MUFG Corporate Markets, by **10.30am on Monday 23 March 2026**. If they appoint you as a corporate representative, they will need to write a letter to the Registrar, MUFG Corporate Markets, setting out the details of the appointment and of your shareholding, and you will need to bring the letter with you to the meeting along with photographic proof of identity. If you do not have such a letter as a corporate representative, or the Registrar, MUFG Corporate Markets, has not been notified of your appointment as a proxy, you may be denied entry to the meeting.

Do you have help for shareholders with accessibility needs?

The venue is wheelchair accessible and there is a lift for access to the second floor where the meeting will be held. There are accessible toilets and a limited number of accessible parking spaces. Please contact us should you require accessible parking.

What documents will be available for inspection?

The following documents are available for inspection during normal business hours at 500 Dashwood Lang Road, Bourne Business Park, Addlestone, Surrey KT15 2HJ until the conclusion of the meeting:

- Copies of Directors' service contracts
- Copies of Directors' letters of appointment

A copy of the Company's articles of association is available on our website corporate.crestnicholson.com/governance.

Can I ask questions at the meeting?

Shareholders, proxies and corporate representatives attending the AGM have the right to ask questions. The Company will endeavour to answer any questions relating to the business being dealt with at the meeting but no answer need be given if:

- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been provided on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Can I bring a guest?

Guests are not entitled to attend the meeting, but they may be permitted entry at the absolute discretion of the Company at all times.

Who can I call if I need assistance or can't find the venue?

If you have any problems, please contact the Crest Nicholson team who will be happy to help – 01932 580555.

Other information

Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Audit statements

Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
- (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which accounts were laid in accordance with section 437 of the Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Total voting rights

As at 9 February 2026, being the latest practicable date prior to the publication of this Notice, the Company's issued capital consisted of 256,941,700 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 9 February 2026, are 256,941,700.

Updates to this number are released via a regulatory information service on the last working day of each month and can be viewed online at corporate.crestnicholson.com/rns.

Information available on website

This Notice, and other information required by section 311A of the Act can be found at corporate.crestnicholson.com/agm.

You may not use any electronic address provided either in this document or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

Shareholder data protection

The latest version of our Shareholder Privacy Notice including how we safeguard your personal data is available at corporate.crestnicholson.com/policies.

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Investor Code (IVC) (attributed to you by the Company). The Company determines the purpose and the manner in which your personal data is processed.

The Company and any third party to which it disclosed the data (including the Registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing shareholder rights you exercise.

General queries

If you have any questions about the AGM or your shareholding, please contact our Registrar, MUFG Corporate Markets, by post at Central Square, 29 Wellington Street, Leeds LS1 4DL, or by telephone on 0371 664 0300 (from outside the UK +44 (0)371 664 0300).

Lines are open from 9.00am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).

For deaf and speech impaired customers, calls via Relay UK are welcome. Please see relayuk.bt.com for more information.

Alternatively, you can email the Registrar at shareholderenquiries@cm.mpms.mufg.com.

Shareholders who are registered with the MUFG Corporate Markets Investor Centre can access information at uk.investorcentre.mpms.mufg.com.

Further shareholder information can be found on the Company's website at corporate.crestnicholson.com/investors.



Appendix – Directors' biographies

Iain Ferguson CBE

Chairman

Appointed: September 2019

Experience: Iain was Chief Executive Officer of Tate & Lyle plc, later chairing Berendsen plc and Stobart Group Ltd. He was also Senior Independent Director of Balfour Beatty plc and Non-Executive Director at Greggs plc. In addition, Iain was Lead Independent Director at the Department for Environment, Food and Rural Affairs (DEFRA), Chair of Wilton Park (Agency of the Foreign and Commonwealth Office) and a member of the PricewaterhouseCoopers LLP UK Advisory Board. In 2003, Iain became a Commander of the British Empire for his services to the food industry.

What Iain brings to the Board: Iain is a highly experienced public company Chairman, Non-Executive Director and former FTSE 100 CEO. He has extensive and diverse leadership experience and a sound and practical understanding of corporate governance. Iain has a deep appreciation of capital markets and investor sentiment which he brings to Board deliberations, in addition to financial expertise and construction experience.

External appointments: Chairman of Genus plc and Chairman at externally managed investment trust Personal Assets Trust plc.

Martyn Clark

Chief Executive Officer

Appointed: June 2024

Experience: Prior to joining the Group, Martyn was at Persimmon plc for nine years, holding several senior roles in the South Division including Regional Chairman before his appointment as Group Chief Commercial Officer in 2022. He also spent 28 years at Bloor Homes.

What Martyn brings to the Board: Martyn's extensive knowledge of the housebuilding industry and strong leadership experience enable him to lead the Group in its next phase of growth.

External appointments: None.

Bill Floydd

Chief Financial Officer

Appointed: November 2023

Experience: Bill joined the Group from a consumer-focused listed background, having been Chief Financial Officer at Watches of Switzerland Group plc and Rank Group plc. Prior to this, he was the Chief Financial Officer responsible for the UK and Ireland business of Experian plc and held a number of senior finance roles at Logica plc. Bill is a chartered accountant, having qualified with Price Waterhouse.

What Bill brings to the Board: Bill brings a wealth of senior financial and commercial expertise, having previously served as Chief Financial Officer across a range of sectors. He has extensive experience within the public listed environment and strong leadership qualities essential to delivering growth.

External appointments: None.

David Arnold

Non-Executive Director

Appointed: September 2021

Experience: David is Chief Financial Officer of Grafton Group plc, having joined Grafton in September 2013. He was previously Group Finance Director of Enterprise plc from 2010 to 2013, and Group Finance Director of Redrow plc from 2003 to 2010. David has previously held senior finance positions with Six Continents plc and Tarmac plc.

What David brings to the Board: David is an established plc board director, who brings extensive finance, property and commercial experience to the Group.

External appointments: Chief Financial Officer of Grafton plc.

Louise Hardy

Non-Executive Director

Appointed: January 2018

Experience: Louise was European Project Excellence Director at Aecom and Infrastructure Director for CLM, which was the consortium partner for the London 2012 Olympic Delivery Authority. Louise has been a Non-Executive Director at Genuit Group plc and the Ebbsfleet Development Corporation. Louise is a fellow of the Institution of Civil Engineers and of the Chartered Management Institute.

What Louise brings to the Board: Louise has a wealth of relevant experience in the delivery of complex infrastructure projects and experience as a non-executive director of other publicly listed companies. Louise is the Non-Executive Director responsible for employee engagement.

External appointments: Non-Executive Director of Balfour Beatty plc and Travis Perkins plc.

Gillian Kent

Non-Executive Director

Appointed: November 2025

Experience: Gillian has had a far-reaching career of over 25 years in digital businesses with functional experience in building markets and brands for products and services. She was Chief Executive of Propertyfinder, the real estate portal, and spent 15 years with Microsoft, including three years as Managing Director of MSN UK. Gillian also has extensive experience as a non-executive director and remuneration committee chair, including roles at Marlowe plc, Dignity plc, SIG plc, Ascential Plc, National Accident Helpline Group Plc (NAHL Plc) and Pendragon Plc.

What Gillian brings to the Board: Gillian brings a broad range of skills and knowledge related to digital media, customers, brand and marketing. She has broad experience of over a decade serving on remuneration committees in a variety of industries including consumer marketing and construction products.

External appointments: Non-Executive Director and Chair of the Risk Committee of THG plc, Non-Executive Director and Chair of the Remuneration Committee of Mothercare plc and Senior Independent Director of STV Group plc.

Dr Maggie Semple OBE

Non-Executive Director

Appointed: January 2024

Experience: Formerly an academic, Maggie began advising governments on education in the 1990s. She went on to hold several non-executive director positions in different organisations such as Her Majesty's Court Service, the Criminal Cases Review Commission, the Ministry of Justice (Chair of Audit, Risk and Compliance) and McDonald's Restaurants.

Maggie is the owner of three businesses – MS Advisory Group Limited, a global niche consultancy firm, Maggie Semple Limited, a luxury bespoke women's-wear brand, and I-Cubed Group Limited, of which she is a co-founder. Maggie is an author, and she writes on inclusion matters.

What Maggie brings to the Board: Maggie has a wealth of experience in executive and non-executive roles across a number of different sectors and offers great insight to the Board.

External appointments: Non-Executive Director of Phoenix Group Holdings plc, Owner of MS Advisory Group Limited and Maggie Semple Limited, Co-Founder of I-Cubed Group Limited and Honorary Bencher of Middle Temple.



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Registered number 06800600
Registered in England and Wales

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