

**Travis Perkins** 

Notice of Annual General Meeting 2024

Monday, 22 April 2024, at 9.00 am  
Linklaters  
One Silk Street  
London  
EC2Y 8HQ

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## **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 Investors section at [www.travisperkinsplc.co.uk](http://www.travisperkinsplc.co.uk)

## Letter from the Chair of Travis Perkins plc

### Dear Shareholder

I am pleased to announce that Travis Perkins plc (the "Company") will be holding its 2024 Annual General Meeting ("AGM") at Linklaters, One Silk Street, London, EC2Y 8HQ on Monday, 22 April 2024, commencing at 9.00 am. The notice for this year's AGM (the "Notice") is enclosed with this letter.

### Attendance

You will be able to attend the AGM in person at Linklaters, One Silk Street, London, EC2Y 8HQ. Doors will open from 8.30 am ready for a 9.00 am start.

We wish to maximise value to shareholders by avoiding unnecessary costs in light of the apparent lack of demand for remote participation currently. The AGM will not, therefore, be broadcast. We will continue to review shareholder demand for remote participation in respect of our future AGMs.

### Questions

The AGM is an important opportunity for all shareholders to express their views by asking questions and voting. Your participation in this annual event continues to be very important to us. It will be possible to put questions to the meeting by raising your hand if you are attending in person.

If you are unable to attend, you can still submit a question on the business of the meeting in advance. Please write to the Company Secretary at Ryehill House, Rye Hill Close, Lodge Farm Industrial Estate, Northampton NN5 7UA or email: [cosec@travisperkins.co.uk](mailto:cosec@travisperkins.co.uk). You may submit questions related to the business of the AGM up until 9.00 am on Thursday, 18 April 2024 and we will provide answers to any questions received as if they had been asked at the AGM and where we would have been required to do so pursuant to section 319A of the Companies Act 2006. We will consider all questions received and, if appropriate and relating to the business of the AGM, provide a written response and post a response on the Investors section of the Company's website.

### Voting

Your vote is important. You can vote in advance, or at the meeting.

Your Board strongly encourages you to vote in advance by appointing the Chair of the AGM as your proxy who will exercise your right to vote at the AGM in accordance with your instructions. You can use any of the methods listed below to submit your voting instructions in advance. If you choose to use any of the methods below, this will not prevent you from subsequently attending, voting and speaking at the AGM in person, in which case any proxy votes will be superseded. All of the following will be available from the date this Notice is published until 9.00 am on Thursday, 18 April 2024 (or 48 hours (excluding non-working days) before the time fixed for any adjourned AGM):

- Logging into your account on our share portal at [www.travisperkins-shares.com](http://www.travisperkins-shares.com). If you don't already have an account you can register for one on the share portal. To do so you'll need your Investor Code which you'll find on your share certificate or by contacting our Registrar, Link Group.
- Downloading a proxy form from the Investor section of the Company's website at [www.travisperkinsplc.com](http://www.travisperkinsplc.com) and sending it to Link to be received by 9.00 am on Thursday, 18 April 2024 (or 48 hours (excluding non-working days) before the time fixed for any adjourned AGM). Completed proxy forms should be sent to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL.
- Using the service offered by Euroclear UK & International Limited for members of CREST.
- Using Proxymity for institutional investors who wish to appoint a proxy electronically.

If you cannot locate any of the documents on the Company's website, if you need help with voting online, or require a paper proxy form to be sent to you, please contact our Registrar, Link Group, by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by telephone on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.

Please see pages 10 and 11 of this Notice for full instructions on how to vote on the day. Voting on all resolutions at the AGM will be by way of a poll. The results of the poll held at the meeting 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 Monday, 22 April 2024 or as soon as reasonably practicable thereafter.

### Business of the Meeting

You'll recognise most of the resolutions from prior years. The following resolutions are different from those put to shareholders last year or otherwise especially worthy of note:

### Resolution 3

The Directors' remuneration policy is subject to a binding shareholder vote by ordinary resolution every three years. Our policy was last approved in 2021 so this year we are asking shareholders to approve our 2024 policy which is largely unchanged from the 2021 policy.

### Resolutions 5 & 6

As Duncan Cooper and Jez Maiden have been appointed to the Board since the last AGM, they are standing for first election at this year's AGM.

### Resolution 16

As in prior years, under Resolution 15, the Directors seek authority from shareholders to allot shares (or grant certain rights over shares) on a basis that is in line with the Investment Association guidelines.

If the Directors wish to exercise the authority to allot new shares under Resolution 15, it is generally the requirement that the new shares be offered first to existing shareholders in proportion to their existing shareholdings, unless shareholders have given specific authority for the waiver of their statutory pre-emption rights by way of special resolution. In certain circumstances, however, it may be in the best interests of the Company to allot shares (or to grant rights over shares) without first offering them to existing shareholders in proportion to their holdings. Among other things, Resolution 16, seeks authority to allot shares in the capital of the Company (pursuant to the authority granted under Resolution 15) for cash without complying with the pre-emption rights that would otherwise apply, in line with the current guidelines of the Pre-Emption Group ("PEG").

The PEG issued the current version of its guidelines for UK listed companies seeking to issue shares without regard to shareholders' rights of first refusal in November 2022. The PEG's guidelines support a general disapplication of pre-emption rights over 10% of a company's issued share capital, as well as a disapplication of pre-emption rights over a further 10% of a company's issued share capital for an acquisition or a specified capital investment announced contemporaneously with the issue, or that has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. The guidelines also provide that in both cases, companies are able to seek a further authority of up to 2%, to be used only for a follow-on offer to be made to existing shareholders as part of a non-pre-emptive capital raise, up to a limit of £30,000 per beneficial owner and with such shares not exceeding 20% of those issued in the placing, the price of such follow-on offer to be equal to, or less than, that of the placing shares. The updated guidelines mean that, amongst other things, the PEG supports a "first level" of authority for disapplication of pre-emption rights over up to 10% of the company's issued share capital, where the proceeds of the share issue can be used for any purpose. By way of Resolution 16, the Directors seek authority to disapply pre-emption rights over an amount equivalent to 10% of the Company's current issued share capital, remaining within the first level of PEG's new guidelines and as in keeping with the approach adopted last year (the first time the Company sought such an authority under the current PEG guidelines).

Please note that the Directors do not have any present intention to exercise the allotment or disapplication authorities but the Directors consider it appropriate to seek the flexibility that these authorities provide and that these authorities are in the best interests of the Company. The Directors also confirm that were the disapplication authority to be exercised they would intend to follow the shareholder protections as set out in the PEG's guidelines.

### General

All current Directors will be proposed for election or re-election, as applicable, at the AGM in line with the UK Corporate Governance Code 2018. Biographies of the Directors can be found on pages 12 to 14 of this Notice.

The Annual Report and Financial Statements 2023 and this Notice are available on our website [www.travisperkinsplc.co.uk](http://www.travisperkinsplc.co.uk). If you have not already done so, we encourage you to sign up to receive future shareholder communications electronically by visiting [www.travisperkins-shares.com](http://www.travisperkins-shares.com) and providing an email address.

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 they hold in favour of all the resolutions and unanimously recommend that you do so as well.

### Jasmine Whitbread

Chair  
12 March 2024

## Notice of Annual General Meeting

Notice is hereby given that the 2024 Annual General Meeting of Travis Perkins plc will be held at Linklaters, One Silk Street, London, EC2Y 8HQ, on Monday, 22 April 2024 commencing at 9.00 am for the transaction of the business set out below.

To consider and, if thought fit, to pass the following Resolutions, of which Resolutions 1 to 15 will be proposed as ordinary resolutions and Resolutions 16 to 18 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 Company's annual accounts and the reports of the Directors and auditor thereon for the financial year ended 31 December 2023.

### Directors' remuneration

2. To approve the Directors' remuneration report (excluding the Directors' remuneration policy) which is set out on pages 106 to 133 of the Annual Report and Accounts for the financial year ended 31 December 2023.
3. To receive and approve the Directors' remuneration policy, which is contained in the Directors' remuneration report as set out on pages 112 to 119 of the Annual Report and Accounts for the financial year ended 31 December 2023 which will take effect from the date of its approval.

### Dividend

4. To declare a final dividend for the financial year ended 31 December 2023 of 5.5 pence per ordinary share, payable to shareholders on the register at the close of business on 2 April 2024.

### Election and re-election of Directors

5. To elect Duncan Cooper as a Director of the Company.
6. To elect Jez Maiden as a Director of the Company.
7. To re-elect Marianne Culver as a Director of the Company.
8. To re-elect Heath Drewett as a Director of the Company.
9. To re-elect Jora Gill as a Director of the Company.
10. To re-elect Louise Hardy as a Director of the Company.
11. To re-elect Nick Roberts as a Director of the Company.
12. To re-elect Jasmine Whitbread as a Director of the Company.

### Auditors

13. To reappoint 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.
14. To authorise the Audit Committee of the Board to fix the remuneration of the Company's auditor.

### Authority to allot securities

15. That the Directors be 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 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 £7,937,297 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) of this Resolution 15 in excess of £7,937,297; and
  - (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £15,874,595 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (a) of this Resolution 15) in connection with a fully pre-emptive offer:
    - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, 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.

The authorities conferred on the Directors under paragraphs (a) and (b) of this Resolution 15 shall, unless renewed, varied or revoked by the Company expire at the end of the Company's next Annual General Meeting after this Resolution 15 is passed (or, if earlier, at the close of business in London on 22 July 2025) save that the Company may, before such expiry, make offers and 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 and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution 15 has expired.

This Resolution 15 revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant rights to subscribe for or convert securities into shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

### Disapplication of pre-emption rights

16. That, if Resolution 15 granting authority to allot shares is passed and in place of all existing powers to the extent unused, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by Resolution 15 and/or 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 to:

(a) 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 a fully pre-emptive offer only):

(i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution) to any person up to a nominal value of £2,381,189.

The authority granted by this resolution will expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business in London on 22 July 2025) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

### Purchase of own shares

17. 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 11.205105 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 21,250,933 (representing approximately 10% of the issued ordinary share capital of the Company as at 12 March 2024);

(b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value of 11.205105 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 until the close of business in London on 22 July 2025, 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.

### 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.

By Order of the Board

#### Robin Miller

General Counsel & Company Secretary  
12 March 2024

Registered Office: Lodge Way House, Harlestone Road, Northampton, NN5 7UG  
Registered in England & Wales  
Company No. 824821

## Explanatory Notes to the Resolutions

The purpose of these explanatory notes is to explain the business to be considered at the AGM.

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

### Resolution 1: Accounts and reports

The Chair will present the accounts and reports of the Directors for the year ended 31 December 2023 to the meeting.

### Resolution 2: Directors' remuneration report

- The Directors' remuneration report (excluding the Directors' remuneration policy) contains: (i) the Annual remuneration report; and (ii) the annual statement by the Chair of the Remuneration Committee.
- The vote upon the Directors' remuneration report (excluding the Directors' remuneration policy) is advisory and therefore no entitlement to remuneration is conditional on the passing of the Resolution.

### Resolution 3: Directors' remuneration policy

- The remuneration policy is subject to a binding shareholder vote by ordinary resolution at least every three years. The Director's remuneration policy was last approved in 2021 and is therefore subject to a vote this year.
- The Directors' remuneration policy was approved by 89% of shareholders at the 2021 Annual General Meeting. This policy simplified and refocused executive remuneration in order to support long-term sustainable business performance, to align management and shareholders and to foster a culture of collaboration and ownership across the Group. The primary change to the policy was the replacement of the two long-term incentive plans (Performance Share and Co-Investment Plans) with a Restricted Share Plan ("RSP").
- The Remuneration Committee has undertaken a comprehensive review of each element of the current policy to ensure it supports the Company's strategic ambition, purpose and values. The Remuneration Committee believes the Directors' remuneration policy is operating effectively and remains the right approach to ensure delivery of the Company's strategic objectives and sustainable long-term value for shareholders. No material changes have therefore been proposed to either the policy or the approach to the implementation of remuneration (including quantum and metrics) this year.
- The first awards granted under the RSP in 2021 vested in 2024. The RSP is proposed to continue in its existing form for awards granted in 2024, with one minor change to simplify the vesting structure under the plan. RSP awards at Executive Director level currently vest 75% after three years and 25% after five years, with a two-year holding period on the three-year tranche, taking the timeframe for the entire award to five years. For RSP awards made in 2024 and beyond, it is proposed that 100% of the award vests after three years, subject to a further two-year holding period, meaning that no shares will be delivered to Executive Directors until five years after grant. This approach is simpler and more transparent for participants and shareholders, is aligned with recent market practice, and is consistent with the approach that is already applied for RSP participants below the Board.

### Resolution 4: Dividend

A final dividend of 5.5 pence per ordinary share for the year ended 31 December 2023 is recommended by directors for payment. If shareholders approve the recommended final dividend, this will be paid on 9 May 2024 to all ordinary shareholders on the register of members at the close of business on 2 April 2024.

### Resolutions 5 to 12: Election and re-election of Directors

- In accordance with the requirements of the UK Corporate Governance Code 2018 and the Company's Articles of Association, all Directors are standing for election or re-election as appropriate.
- The Board has confirmed, following an internally conducted performance review, that all Directors standing for election or re-election 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.
- Biographies of each of the Directors can be found on pages 12 to 14 of this Notice, and provide a summary of the skills, experience and contribution of each Director proposed for election and re-election. The skills and experience of all of the Directors together with the independent character and judgement of the Non-executive Directors combine to provide an appropriate balance of skills and knowledge and, in the Board's view, illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

### Resolution 13: Auditor

- The Company is required to reappoint 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 reappointment of KPMG LLP as the Company's auditor.
- KPMG LLP was 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 continues to be effective, independent and objective in all respects.

### Resolution 14: Auditor's remuneration

- This Resolution gives authority to the Audit Committee 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 £2,093,000 (2022: £1,891,000) for audit-related work and £90,000 (2022: £85,000) for non-audit work. (see note 4 in the Annual Report and Accounts).

#### **Resolution 15: Renewal of authority to allot shares**

- This Resolution deals with the Directors' authority to allot shares and grant rights to subscribe for, or to convert any securities into, shares in accordance with section 551 of the Companies Act 2006. The equivalent authority granted to Directors at last year's AGM will expire at the end of this year's AGM.
- This Resolution complies with the Investment Association Share Capital Management Guidelines issued in February 2023.
- If passed, the Resolution will authorise the Directors to allot shares and grant rights to subscribe for or convert any security into shares:
  - (i) up to an aggregate nominal amount equal to £7,937,297 (representing 70,836,436 ordinary shares of 11.205105 pence each), as reduced by allotment or grant of rights under paragraph (b) of Resolution 15 in excess of this amount. This amount (before any reduction) represents approximately one-third of the issued ordinary share capital of the Company as at 12 March 2024, the latest practicable date prior to publication of this Notice; and
  - (ii) comprising equity securities in connection with a fully pre-emptive offer only, up to a nominal amount equal to £15,874,595 (representing 141,672,880 ordinary shares of 11.205105 pence each), as reduced by any allotments or grant of rights 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 12 March 2024, the latest practicable date prior to publication of this Notice.
- As at close of business on 12 March 2024, the Company did not hold any treasury shares.
- The authorities granted by this Resolution will expire at the conclusion of the next AGM of the Company or, if earlier, on 22 July 2025.
- The Directors have no present intention of allotting new ordinary shares. However, the Directors consider it appropriate to maintain the flexibility that this authority provides.

#### **Resolution 16: Disapplication of statutory pre-emption rights**

- Resolution 16 will be proposed as a special resolution, which requires a majority of at least 75% to be passed. The Resolution will, if passed, give the Directors the authority to allot equity securities or sell treasury shares for cash without first offering them to existing shareholders pro rata to their existing shareholdings.
- The authority in Resolution 16 is limited to allotments or sales:
  - (i) in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary, up to a maximum nominal amount of £7,937,297 which represents approximately 33.3% of the Company's issued ordinary share capital (excluding treasury shares) as at 12 March 2024 (being the latest practicable date prior to publication of this document) and, in relation to fully pre-emptive offers only, up to a maximum additional amount of £7,937,297 which represents approximately 33.3% of the Company's issued ordinary share capital (excluding treasury shares) as at 12 March 2024 (being the latest practicable date prior to the publication of this document);
  - (ii) (otherwise than pursuant to (i) above) up to a maximum nominal amount of £2,381,189 which represents approximately 10% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 12 March 2024 (being the latest practicable date prior to publication of this document). On that date the Company did not hold any shares in treasury.
- This Resolution is in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023).
- In compliance with the Pre-Emption Group's Statement of Principles 2022, the Directors confirm that they intend to follow the shareholder protections as set out in paragraph 1 of Part 2B of the Statement of Principles 2022.
- The authority set out in Resolution 16 will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 22 July 2025
- The Directors do not, however, at this time seek authority for any broader disapplication of pre-emption on the basis supported under the Pre-Emption Group's Statement of Principles 2022 beyond that described in Resolution 16.
- Please note that the Directors do not have any present intention to exercise the allotment authority under Resolution 15 or the disapplication authority under this Resolution 16 but the Directors consider it appropriate to seek the flexibility that these authorities provide and that these authorities are in the best interests of the Company.



**Resolution 17: Authority to purchase own shares**

- The authority for the Company to purchase its own shares of 11.205105 pence each granted at last year's AGM will expire on the date of the forthcoming AGM. 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 21,250,933 (representing approximately 10% of the issued ordinary share capital of the Company as at 12 March 2024, the latest practicable date prior to publication of this Notice) and sets minimum and maximum prices. This authority will expire at the conclusion of the next AGM of the Company or, if earlier, on 22 July 2025.
- 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 12 March 2024, being the latest practicable date prior to the publication of this Notice, there were options under the Company's employee share schemes to subscribe for 7,730,409 ordinary shares in the capital of the Company, which represents 3.64% of the Company's issued ordinary share capital (excluding any treasury shares). The Company intends to satisfy these options with shares purchased in the market. However, if the full authority to purchase own shares were to be used, and the shares cancelled, these outstanding options would represent approximately 4.04% of the Company's issued ordinary share capital (excluding any treasury shares) as at that date. As at 12 March 2024, the latest practicable date prior to publication of this Notice, the Company held 0 (zero) shares as treasury shares in the Company and no warrants over ordinary shares in the capital of the Company existed.

**Resolution 18: General Meetings**

- The Companies Act 2006 requires that the notice period for general meetings of a listed company is 21 days unless certain requirements are satisfied, including that shareholders approve a shorter notice period. The notice period cannot be less than 14 clear days. 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 2025 Annual General Meeting, 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.

## General Information

### Right to vote at the AGM

You have the right to vote at the AGM if you are on the register of members of the Company at 6.00 pm on Thursday, 18 April 2024 or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting (as the case may be). 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, your broker or nominee will need to appoint a proxy or corporate representative. If they appoint a proxy, the appointment must be notified by them to the registrar by the appropriate deadline of 9.00 am on Thursday, 18 April 2024. If they appoint you as a corporate representative and issue a corporate letter of representation you will need to present this to Link Group, our registrar at registration. 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. However, the attention of members that hold shares in a nominee or are corporations is drawn to the content of the Chair's Letter to which this notice of meeting is attached. The Board strongly encourages shareholders to appoint the Chair of the AGM as their proxy to exercise their right to vote at the AGM in accordance with their instructions.

### Asking questions

Please refer to the section headed "Questions" in the Chair's Letter to which this notice of meeting is attached for further details on how to submit questions in advance and how to ask questions at the AGM. 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, or 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 in the form of an answer to a question. The Chair may also nominate a Company representative to answer a specific question after the AGM or refer the response to the Company's website.

### Proxies

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

You may alternatively appoint your proxy online by accessing the Share Portal at [www.travisperkins-shares.com](http://www.travisperkins-shares.com), logging in and selecting the "Vote online now" link. If you have not previously registered for the share portal, you will first be asked to register as a new user, for which you will require your Investor Code (which can be found, where applicable, on a share certificate or a dividend confirmation, or by contacting Link Group), family name and postcode (if resident in the UK). Alternatively, you may download, complete and return 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 notorially certified copy of such authority) for the AGM to be held at Linklaters, One Silk Street, London, EC2Y 8HQ, at 9.00 am on Monday, 22 April 2024 and any adjournment(s) thereof must be submitted online or returned to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, by 9.00 am on Thursday, 18 April 2024 (or 48 hours (excluding non-working days) before the time fixed for any adjourned AGM). If you return paper and electronic instructions, those received last by the Registrar before 9.00 am on Thursday, 18 April 2024 will take precedence.

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 so by using the CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. 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 & International 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 (9.00 am on Thursday, 18 April 2024) (or 48 hours (excluding non-working days) before the time fixed for any adjourned AGM). 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 & International 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](http://www.euroclear.com). 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.

### Appointment of proxies through Proxymity

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 9.00 am on Thursday, 18 April 2024 (or 48 hours (excluding non-working days) before the time fixed for any adjourned AGM) in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’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.

### Documents available for inspection

From the date of this Notice up until the close of the AGM, copies of the Executive Directors’ service contracts and Non-executive Directors’ letters of appointment will be available for inspection in the Investor section of the Company’s website at <https://www.travisperkinsplc.co.uk/investors/>. They will also be available on the day of the meeting at Linklaters, One Silk Street, London, EC2Y 8HQ from 8:45 am until the conclusion of the AGM.

### Total voting rights

At 12 March 2024 (being the latest practicable date before publication of this Notice) the issued share capital of the Company consisted of 212,509,334 ordinary shares, carrying one vote each. The Company holds 0 (zero) shares in Treasury. Therefore, the total voting rights in the Company as at 12 March 2024 were 212,509,334.

### Requisition rights

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

Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which those members intend to move (and which may properly be moved) at the AGM; and; (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM, provided in each case that the requirements of those sections are met and that the request is received by the Company not later than six weeks before the AGM or, if later, the time at which notice is given of the AGM.

## Board of Directors

Duncan Cooper and Jez Maiden will be standing for election for the first time at this year's AGM. All other Directors will be standing for re-election. A description of the skills and experience of each Director standing for election or re-election is set out in their biographies below.



### Jasmine Whitbread

Chair

**Nationality**

British/Swiss

**Appointment date**

31 March 2021

**Committee membership:** N R S

**Skills and experience**

Jasmine has extensive boardroom experience from a number of large public companies. These include Standard Chartered and BT Group plc, where she chaired the Digital Impact and Sustainability Committee. Jasmine currently serves as Non-executive Director with Compagnie Financière Richemont SA and WPP plc.

A seasoned executive leader, whose career spans over two decades, she was most recently CEO for London First where she worked with business leaders to keep the UK's capital globally competitive. Prior to this Jasmine was CEO of Save the Children UK, where she also became the first CEO of Save the Children International to align 30 federation members in over 100 countries. Jasmine's experience in the nonprofit sector began in 1999 when she worked in West Africa with Oxfam.

Prior to this Jasmine's career was in marketing in the technology sector, holding management positions with Rio Tinto and then in the US with Cortex and Thomson Financial.



### Nick Roberts

Chief Executive Officer

**Nationality**

British

**Appointment date**

1 July 2019

**Committee membership:** S

**Skills and experience**

Nick joined the Board of Travis Perkins plc as Group Chief Executive in July 2019. He has spent over 30 years in the international engineering design and construction industry, serving 25 years at WS Atkins plc where he was CEO of the UK & Europe business before becoming Global President following the acquisition of Atkins by SNC Lavalin of Montreal. He has led businesses across multiple industry sectors and geographies, living overseas for several years.

At Travis Perkins he has led the portfolio transformation and modernisation of the Groups operations in the UK and continental Europe, particularly in respect of the Group's approach to safety and wellbeing, inclusion, apprenticeships and sustainability.

A Fellow of the Institution of Civil Engineers, he leads the Construction Leadership Council's work on People and Skills, bringing together industry and government to drive long-term change in opportunities for young people. A former reservist officer in the British Army, he has served on the Board of the Forces in Mind Trust as Trustee and Deputy Chair for over six years and will complete his extended term in February 2024.



### Duncan Cooper

Chief Financial Officer

**Nationality**

British

**Appointment date**

9 January 2024

**Committee membership:** N/A

**Skills and experience**

Duncan is a Chartered Accountant and, in addition to having a strong finance background, has experience in corporate communications, strategy design and implementation as well as large-scale technology change. Duncan joined the Group from Crest Nicholson plc, where he was appointed Chief Financial Officer in 2019. He formerly worked at J. Sainsbury plc where he held multiple roles since 2010, culminating in Director of Group Finance. Prior to that Duncan held finance roles at BSKyB plc and GlaxoSmithKline plc.

**Committee membership key:**

- A Audit
- N Nominations
- R Remuneration
- S Stay Safe
- Chair



**Marianne Culver**

Non-executive Director

**Nationality**

British

**Appointment date**

1 November 2019

**Committee membership:** R S

**Skills and experience**

Marianne has extensive executive and board experience in the global distribution and logistics sectors. She has served as Chief, Global Supply Chain with Premier Farnell plc and as Chief Executive (UK & Ireland) of TNT. Marianne was latterly Global President of the RS Group plc (formerly Electrocomponents plc). Her non-executive career to-date has included membership of the boards of Rexel SA (listed on Euronext Paris), The British Quality Foundation and EDS Corporation and she is a current member of the Supervisory Board of BME B.V.



**Jez Maiden**

Senior Independent  
Non-executive Director

**Nationality**

British

**Appointment date**

1 June 2023

**Committee membership:** A N

**Skills and experience**

A qualified accountant (FCMA), Jez is a proven Senior Independent Director with diverse sector experience spanning household FMCG, management consultancy, food manufacturing, transport, life sciences and chemicals. He has extensive finance, public company and capital markets expertise and has held a number of Executive Director CFO positions, latterly as Group Finance Director for Croda International plc. He has previously served as a Non-executive Director at PZ Cussons plc and Synthomer plc. He is currently a Non-executive Director and member of the Audit Committee at Intertek Group plc, a Non-executive Director, Chair of the Audit Committee and member of the Remuneration Committees at Smith & Nephew plc and a Non-executive Director and Chair of the Audit Committee at the Centre for Process Innovation Limited.



**Louise Hardy**

Non-executive Director

**Nationality**

British

**Appointment date**

1 January 2023

**Committee membership:** R

**Skills and experience**

Louise has over thirty years of business and leadership experience across the construction and infrastructure industries. A civil engineer by background, Louise has held a range of senior roles at London Underground, Bechtel and Laing O'Rourke, where she was the Infrastructure Director for the London 2012 Olympic Park. Her most recent executive appointment was European Project Excellence Director for AECOM.

Louise is currently a Non-executive Director of Crest Nicholson Holdings plc, Severfield plc and Balfour Beatty plc and the independent chair of Oriel. Louise was formerly a Non-executive Director of Renew Holdings plc, Sirius Minerals plc and Genuit Group plc.

Louise remains a keen volunteer within the construction industry as a STEM ambassador and diversity champion.

## Board of Directors continued



### Heath Drewett

Non-executive Director

#### Nationality

British

#### Appointment date

11 May 2021

Committee membership: **A** **R**

#### Skills and experience

Heath is an experienced CFO and currently Chief Financial Officer at Aggreko; a global power, temperature control and energy solutions company and former constituent of the FTSE 250 prior to its takeover in August 2021. Heath has extensive experience in the engineering, leisure and transportation and industrial sectors having previously worked for WS Atkins, British Airways, Morgan Advanced Materials and PwC. Heath brings a wealth of financial and commercial acumen to the Board at Travis Perkins based on his experience across a number of markets and sectors adjacent to the construction industry.



### Jora Gill

Non-executive Director

#### Nationality

British

#### Appointment date

4 August 2021

Committee membership: **A** **N** **S**

#### Skills and experience

Jora has extensive data and digital experience having held a number of Chief Information Technology Officer and Chief Digital Officer roles in significant organisations, including Standard and Poors, Elsevier, The Economist, and latterly SHL Group Ltd where he served as Chief Digital Officer until December 2021. Jora is now the CEO and Co-founder of an AI company, Insights Driven. In addition, he serves as a Non-executive Director of the Phoenix Life Limited, a role he has held since June 2023.

#### Committee membership key:

- A** Audit
- N** Nominations
- R** Remuneration
- S** Stay Safe
- Chair

## Notes

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**Travis Perkins** 

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