
Travis Perkins ^{plc}

Notice of Annual General Meeting 2022

Friday, 29 April 2022 at 9.30 am
Ryehill House, Rye Hill Close,
Lodge Farm Industrial Estate,
Northampton NN5 7UA

(The AGM will also be broadcast live)

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

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 2022 Annual General Meeting ("AGM") at Ryehill House, Ryehill Close, Lodge Farm Industrial Estate, Northampton NN5 7UA on Friday, 29 April 2022, commencing at 9.30 am. The AGM will also be broadcast live. The notice for this year's AGM (the "Notice") is enclosed with this letter.

For the last two AGMs we found ourselves restricted by Covid-19 regulations and guidance which impeded our ability to hold our meetings with shareholders physically present. We responded by broadcasting our AGM last year with the ability for shareholders to ask questions both in advance and in real time. The additional restrictions associated with the Government's "Plan B" which were introduced in December 2021, have, at the time of writing, been relaxed. Nevertheless, it remains the case that Covid-19 is still circulating in the community. We remain hopeful that the pandemic is nearing its end and we will not find ourselves subject to further future restrictions. In planning this year's AGM we have once again been guided by two overarching principles: 1) doing all we can to ensure the safety and wellbeing of our colleagues, shareholders and anyone else who might participate in the AGM; and 2) making the AGM as inclusive as possible with maximum shareholder participation.

As I write it is our intention to once again open our AGM to shareholders, their proxies and corporate representatives attending in person at the meeting venue. Having experienced the benefits last year of broadcasting the meeting, enabling shareholders to attend remotely, we also intend to broadcast the AGM this year, thus allowing shareholders maximum flexibility to decide how they would like to attend and participate. Should the Government once again introduce guidance or restrictions which prevent the attendance of shareholders (and others) at this year's AGM, we will have to respond appropriately to do our best to ensure the safety and well being of all involved and restrict the ability of shareholders (and others) to attend the meeting in person. If that happens, please rest assured, we will still broadcast the AGM with the capability for questions to be asked in real time. If we need to restrict people's ability to attend in person, we will make an announcement of the change to a fully remote meeting so please continue to monitor our Stock Exchange announcements and the Company's website www.travisperkinsplc.co.uk

Attendance

You will be able to attend the AGM in person at the Company's Northampton offices or online via the live webcast which will be accessible at <https://web.lumiagm.com>. Doors will open and the webcast will be accessible from 9.00 am ready for a 9.30 am start. If you attend online you will need your Investor Code ("IVC") and PIN to log in when you go to the website. Your PIN is the last four digits of your IVC. Please see pages 10 and 11 of this Notice for full instructions including information for proxies and corporate representatives on how they can access the AGM.

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:

- Those attending in person by raising their hand.
- Those attending online typing their questions into the online platform through which the AGM is broadcast, or by telephone.

If you are unable to join the AGM webcast, you can still submit a question on the business of the meeting in advance. Please write to the Company Secretary at Ryehill House, Ryehill Close, Lodge Farm Industrial Estate, Northampton NN5 7UA or email: cosec@travisperkins.co.uk. You may submit questions related to the business of the AGM up until 9.30 am on 27 April 2022 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.

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 in accordance with your instructions. You can use the following methods 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 either in person or via the online platform, in which case any proxy votes will be superseded. All of the following will be available from the date this Notice is published until 9.30 am on Wednesday, 27 April 2022 (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. 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 <https://www.travisperkinsplc.co.uk/investors/shareholder-centre/general-meetings/year/2022> and sending it to Link to be received by 9.30 am on Wednesday, 27 April 2022 (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, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL.
- Using the service offered by Euroclear UK & Ireland Limited for members of CREST.
- Using Proxyimity 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 enquiries@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 09:00 and 17:30, 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.

You can vote during the meeting using the online platform. Please see page 16 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 and the online platform will allow a further opportunity for votes to be cast once the Chair declares the poll open.

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 on 29 April 2022 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:

Resolution 3

I am pleased to confirm the reinstatement of our dividend programme. Following the payment of special and interim dividends in November 2021 a final dividend for the year ended 31 December 2021 of 26 pence per ordinary share is recommended by the Directors. If shareholders approve the recommended final dividend, this will be paid on 13 May 2022 to all ordinary shareholders on the register of members at the close of business on 1 April 2022.

Resolutions 4 & 5

As Heath Drewett and Jora Gill were appointed to the Board since the last AGM, they are standing for first election at this year's AGM.

Resolution 18

Since 2006, the Company has operated an HMRC tax-advantaged share incentive plan ("SIP"), which is sometimes also referred to as a "Buy-As-You-Earn" scheme or the BAYE. This plan operates on an "all employee" basis and is an important part of the benefits package offered to all UK-based colleagues. As the SIP has been in place for some time, it is appropriate to update its rules for current best practice. Resolution 18 proposes the approval by shareholders of the adoption of new updated rules. The rules and the operation of the scheme are not materially changed. The new rules allow for the use of new issue shares in relation to the SIP, should the Company in future change its current practice of only using shares purchased in the market for the purposes of employee share schemes. There is no current intention to make such a change. They also allow for the establishment of similar plans based on the SIP for overseas colleagues should the Company wish to offer overseas colleagues additional routes to become shareholders in the Company in addition to the international Save as You Earn Scheme which shareholders approved at last year's AGM. The main provisions of the SIP are summarised in the Appendix to this Notice which can be found at pages 14 and 15.

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 ("Code"). Biographies of the Directors can be found on pages 12 and 13 of this Notice.

The Annual Report and Financial Statements 2021 and this Notice are available on our website 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 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

17 March 2022

Notice of Annual General Meeting

Notice is hereby given that the 2022 Annual General Meeting of Travis Perkins plc will be held at Ryehill House, Rye Hill Close, Lodge Farm Industrial Estate, Northampton NN5 7UA, on Friday, 29 April 2022 commencing at 9.30 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 14 and 18 will be proposed as ordinary resolutions and Resolutions 15 to 17 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 2021.

Directors' remuneration

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) which is set out on pages 94 to 104 of the Annual Report and Accounts for the financial year ended 31 December 2021.

Dividend

3. To declare a final dividend for the financial year ended 31 December 2021 of 26 pence per ordinary share, payable to shareholders on the register at the close of business on 1 April 2022.

Election and re-election of Directors

4. To elect Heath Drewett as a Director of the Company.
5. To elect Jora Gill as a Director of the Company.
6. To re-elect Marianne Culver as a Director of the Company.
7. To re-elect Coline McConville as a Director of the Company.
8. To re-elect Pete Redfern as a Director of the Company.
9. To re-elect Nick Roberts as a Director of the Company.
10. To re-elect Jasmine Whitbread as a Director of the Company.
11. To re-elect Alan Williams as a Director of the Company.

Auditors

12. 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.
13. To authorise the Audit Committee of the Board to fix the remuneration of the Company's auditor.

Authority to allot securities

14. That, in substitution for all existing authorities, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (a) up to an aggregate nominal amount of £7,977,923 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (b) of this Resolution 14 in excess of £7,977,923); and
 - (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £15,955,846 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (a) of this Resolution 14) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of the Company's next Annual General Meeting after this Resolution is passed (or, if earlier, until the close of business on 29 July 2023) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

Disapplication of pre-emption rights

15. That, if Resolution 14 granting authority to allot shares is passed, the Board be authorised pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and to sell shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:
 - (a) to the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 14 above by way of rights issue only) in favour of the holders of shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record date, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £1,196,688

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 29 July 2023) but, in each case, so that prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Purchase of own shares

16. 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 11205105 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 21,359,702 (representing approximately 10% of the issued ordinary share capital of the Company as at 11 March 2022);
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value of 11205105 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 29 July 2023, 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

17. That a general meeting other than an Annual General Meeting may be called by notice of not less than 14 clear days.

Share Incentive Plan

18. That:

- (a) the use of newly issued and/or treasury shares to satisfy awards made under the Travis Perkins Share Incentive Plan (the "SIP"), the rules of which are produced to the AGM and initialled by the Chair for the purposes of identification (a summary of which is set out in the Appendix to the Notice of AGM), be and is hereby approved and the Directors be and are generally authorised to do all acts and things that they consider necessary or expedient to give effect to the SIP; and
- (b) the Directors of the Company be and are hereby authorised to establish further plans based on the SIP for the benefit of Directors and employees of the Company and/or its subsidiaries who are located outside the United Kingdom, with such modifications as may be necessary or desirable in order to take account of local tax, exchange control or securities laws as they consider appropriate provided that any ordinary shares made available under such plans shall be treated as counting against the individual and overall limits contained in the SIP.

By Order of the Board

Robin Miller

General Counsel & Company Secretary

17 March 2022

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 2021 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.
- The Directors' Remuneration Policy was approved by shareholders at the Company's 2021 AGM and remains unchanged. That authority granted by shareholders will expire at the conclusion of the AGM of the Company in 2024 and the Company will propose a Remuneration Policy resolution at the 2024 AGM to the extent that shareholders are not asked to vote on any proposed changes to the current policy in the meantime.

Resolution 3: Dividend

A final dividend of 26 pence per ordinary share for the year ended 31 December 2021 is recommended by Directors for payment. If shareholders approve the recommended final dividend, this will be paid on 13 May 2022 to all ordinary shareholders on the register of members at the close of business on 1 April 2022.

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

- In accordance with the requirements of the Code 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 and 13 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 12: 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 13: 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 £1,667,000 (2020: £1,592,000) for audit-related work, and £770,000 (2020: £600,000) for non-audit work (see note 4 in the Annual Report and Accounts).

Resolution 14: Renewal of authority to allot shares

- The purpose of this Resolution is to renew the Directors' authority to allot shares.
- Paragraph (a) of this Resolution would give the Directors the authority to allot ordinary shares up to an aggregate nominal amount equal to £7,977,923 (representing 71,199,007 ordinary shares of 11205105 pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 11 March 2022, the latest practicable date prior to publication of this Notice.
- In line with guidance issued by the Investment Association ("IA"), paragraph (b) of this Resolution would give the Directors authority to allot ordinary shares in connection with a pre-emptive rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £15,955,846 (representing 142,398,014 ordinary shares of 11205105 pence each), as reduced by the nominal amount of any shares issued under paragraph (a) of this Resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 11 March 2022, the latest practicable date prior to publication of this Notice. The authorities sought under paragraphs (a) and (b) of this Resolution will expire at the conclusion of the next AGM of the Company or, if earlier, on 29 July 2023.
- 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.

Resolutions 15: Disapplication of statutory pre-emption rights

- Resolutions 15 would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash pursuant to the authority granted under Resolution 14 without first offering them to existing shareholders in proportion to their existing shareholdings.
- This disapplication authority is in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles (the "Pre-emption Principles").
- Resolution 15 will permit the Directors to allot: (a) equity securities for cash and/or sell treasury shares up to a nominal amount of £14,239,801, representing two-thirds of the Company's issued ordinary share capital as at 11 March 2022 (the latest practicable date prior to publication of this Notice) pursuant to an offer to existing shareholders on a pre-emptive basis (that is including a rights issue or an open offer), with one-third being available only in connection with a rights issue (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and (b) equity securities for cash and sell treasury shares up to a maximum nominal amount of £1,196,688, representing approximately 5% of the issued ordinary share capital of the Company as at 11 March 2022 (the latest practicable date prior to publication of this Notice) otherwise than in connection with a pre-emptive offer to existing shareholders.
- The authority sought pursuant to resolutions 15 will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 29 July 2023.

Resolution 16: Authority to purchase own shares

- The authority for the Company to purchase its own shares of 11205105 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 21,359,702 (representing approximately 10% of the issued ordinary share capital of the Company as at 11 March 2022, 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 29 July 2023.
- 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 11 March 2022, being the latest practicable date prior to the publication of this Notice, there were options to subscribe for 6,959,477 ordinary shares in the capital of the Company, which represents 3.26% 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 3.62% of the Company's issued ordinary share capital (excluding any treasury shares) as at that date. As at 11 March 2022, the latest practicable date prior to publication of this Notice, the Company held 8,428,905 shares as treasury shares in the Company and no warrants over ordinary shares in the capital of the Company existed.

Resolution 17: 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 2023 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.

Resolution 18: Share Incentive Plan

- The Company adopted the Travis Perkins Share Incentive plan ("SIP") in 2006. The SIP is better known to colleagues as the Buy as You Earn Scheme. The SIP is an HM Revenue & Customs tax-advantaged share plan, open to all employees within participating UK companies (subject to certain minimum service requirements).
- The SIP allows employees to acquire shares up to annual statutory limits and to receive free matching shares. It also provides the Company with a mechanism to deliver free share awards in a tax-advantaged manner to all UK employees, should the Company wish to do so.
- The Company currently operates the SIP on a monthly basis allowing employees to acquire shares which are purchased on the market on their behalf by the trustee of the SIP trust using monies deducted through payroll. The Company may, however, decide to operate the SIP on a different basis in the future and award free matching shares, although there is currently no intention to do so.
- The SIP continues to be popular with employees and has proved to be an attractive and successful incentive. Under the terms on which the SIP was adopted, in accordance with the Listing Rules of the UK Listing Authority, the SIP is only able to operate using market-purchased shares. The Company is therefore now seeking approval from shareholders to be able to use newly issued and/or treasury shares to satisfy awards made under the SIP from time to time to give the Company additional flexibility to determine how best to incentivise and motivate its employees in the future. There is currently no intention to use new issue shares, the Company's current policy being to use shares purchased in the market. However, to allow flexibility, should the Company require it in future, it is sensible to amend the rules to allow the use of new issue shares.
- The Company does not currently offer any share schemes based on the SIP for overseas based employees. As the Company's overseas business grows, it is sensible to give the Company the flexibility to offer overseas employees the opportunity to acquire share ownership should the Company decide to do so in future.

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 Wednesday, 27 April 2022 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 9.30 am on Wednesday 27 April 2022. If they appoint you as a corporate representative, they will need to have a corporate letter of representation and present this to Link Group, our registrar, in order that they can obtain for you from Link Group your unique IVC and PIN to enable you to join the electronic meeting. 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 contents 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 via the Lumi platform 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, logging in and selecting the "Proxy Voting" link. If you have not previously registered for the share portal, you will first be asked to register as a new user, for which you will require your investor code (which can be found where applicable on a share certificate or a dividend confirmation), 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 notarially certified copy of such authority) for the AGM to be held at Ryehill House, Ryehill Close, Lodge Farm Industrial Estate, Northampton, NN5 7UA, at 9.30 am on Friday 29 April 2022 and any adjournment(s) thereof must be submitted online or returned to Link Group at PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, by 9.30 am on Wednesday 27 April 2022 (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 9.30 am on Wednesday 27 April 2022 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 procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments (9.30 am on Wednesday 27 April 2022) (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 & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com/CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxies through Proximity

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. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 9.30 am on Wednesday, 27 April 2022 (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 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.

Documents available for inspection

From the date of this Notice up until the close of the AGM, copies of the following documents will be available to view in the Investor section of the Company's website at <https://www.travisperkinsplc.co.uk> and on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. They will also be available on the day of the meeting at Ryehill House, Ryehill Close, Lodge Farm Industrial Estate, Northampton NN5 7UA from 9.00 am until the conclusion of the AGM.

- The rules of the Travis Perkins Share Incentive Plan
- The trust deed of the Travis Perkins Share Incentive Plan

Executive Directors' service contracts and Non-executive Directors' letters of appointment will also be available for inspection in the Investor section of the Company's website at <http://www.travisperkinsplc.co.uk> and at the AGM venue from 9.00 am on the day of the AGM until its conclusion.

Total voting rights

At 11 March 2022 (being the latest practicable date before publication of this Notice) the issued share capital of the Company consisted of 213,597,021 ordinary shares, carrying one vote each. The Company holds 8,428,905 shares in Treasury. Therefore, the total voting rights in the Company as at 11 March 2022 were 213,597,021.

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.

Biographies of the Directors

Heath Drewett and Jora Gill 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 BT Group plc, where she chaired the Digital Impact and Sustainability Committee, Standard Chartered plc, Compagnie Financière Richemont SA and WPP plc, where she remains a Non-executive Director.

A seasoned executive leader, whose career spans over two decades, she was most recently CEO for London First (2016–2021) 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 (2005–2010). She became the first CEO of Save the Children International, aligning 30 federation members in over 100 countries.

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 previously led international design, engineering and project management consultancy Atkins and has spent nearly 30 years in the international engineering and construction industry. A geologist by profession, he is an Honorary Fellow of the Institution of Civil Engineers. He is the Deputy Chair, a Trustee and Director of the Forces in Mind Trust.



Alan Williams

Chief Financial Officer

Nationality

British

Appointment date

3 January 2017

Committee membership: N/A

Skills and experience

Alan is a qualified Accountant and Treasurer and in addition to having a strong finance background, he has extensive experience in leading strategic initiatives, mergers and acquisitions, integration and business transformation. Prior to joining the Group, Alan served as CFO at Greencore Group plc for six years. Alan also previously worked at Cadbury plc in a variety of financial roles in the UK, France and the USA.

Committee membership key:

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



Pete Redfern
Senior Independent
Non-Executive Director

Nationality
British
Appointment date
1 November 2014

Committee membership: (A) (N) (R) (S)

Skills and experience
Pete has extensive financial, operational and management experience as well as strong construction and property expertise. Pete is a Chartered Surveyor, as well as a Chartered Accountant. Since 2007, Pete has held the position of CEO at Taylor Wimpey. He was previously Chief Executive of George Wimpey plc and prior to that, successively held the posts of Finance Director and Chief Executive of George Wimpey's UK Housing business.



Coline McConville
Non-Executive Director

Nationality
Australian
Appointment date
1 February 2015

Committee membership: (A) (R)

Skills and experience
Coline has a wealth of international experience with a background in management, marketing and media as well as extensive remuneration and boardroom experience. Coline is currently a Non-executive Director of TUI AG, Fevertree Drinks plc and 3i Group plc and was formerly a Non-executive Director of Inchcape plc, UTV Media plc, Wembley National Stadium Limited, Shed Media plc and HBOS plc. Prior to that Coline was Chief Operating Officer and Chief Executive Officer Europe of Clear Channel International Limited. She holds an MBA from Harvard Business School where she was a Baker Scholar.



Marianne Culver
Non-Executive Director

Nationality
British
Appointment date
1 November 2019

Committee membership: (R)

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 RS Components, the components trading and distribution division of Electrocomponents plc. Marianne is a member of the Supervisory Board of Blackstone portfolio company the BME Group BV. Her Non-Executive Directorship career to date has included membership of the Boards of Rexel SA, The British Quality Foundation and EDS Corporation Inc.



Heath Drewett
Non-Executive Director

Nationality
British
Appointment date
11 May 2021

Committee membership: (A)

Skills and experience
Heath is an experienced CFO and currently Chief Financial Officer at Aggreko, a global power, temperature control and energy services company and former constituent of the FTSE 250 prior to its take-over 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: (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 and data analytics company, Insights Driven. He also serves as a Non-executive Director of the Care Quality Commission, a role he has held since 2016.

Appendix 1

Summary of the main features of the Travis Perkins Share Incentive Plan (“SIP”)

The SIP is a UK tax-advantaged, all-employee plan governed by relevant statutory provisions.

Administration

The SIP is administered by the Remuneration Committee, acting under delegated authority from the Remuneration Committee. Shares acquired under the SIP are held within a UK trust required to be established by the relevant legislation.

Eligibility

The SIP is open to all employees of the Company, and any of its subsidiaries which the Remuneration Committee selects for participation, who meet the eligibility criteria (“**Eligible Employees**”). All Eligible Employees who are chargeable to income tax as a UK resident must be invited to participate. Other Eligible Employees may be invited to participate.

Form of awards

The SIP provides for awards to be made in one or more of the following ways:

- an award of shares without payment from the Eligible Employee (“**Free Shares**”) up to annual statutory limits (currently £3,600);
- shares purchased by Eligible Employees from deductions made from their pre-tax salary (“**Partnership Shares**”) up to annual statutory limits (currently £1,800, or 10 per cent of an Eligible Employee’s salary for the year if less); and
- an award of shares without payment from the Eligible Employee in proportion to the number of Partnership Shares acquired by that Eligible Employee (“**Matching Shares**”), not to exceed statutory limits (currently two Matching Shares for each Partnership Share acquired).

The SIP is currently used to facilitate the purchase of Partnership Shares by Eligible Employees but the Remuneration Committee may decide to operate the SIP on a different basis in the future.

Performance conditions

The Remuneration Committee may stipulate that the number of Free Shares to be awarded on a particular grant date may be made by reference to the extent to which performance conditions are met.

Accumulation period

The Company also may determine that an “**accumulation period**” of up to twelve months may apply in respect of Partnership Shares. If an accumulation period is operated, savings are made by the participant on a monthly basis during the accumulation period and Partnership Shares are purchased on behalf of that participant at the end of the accumulation period. In such case, the number of Partnership Shares acquired with participants’ salary deductions is (in accordance with the relevant legislation) determined by reference to the market value of a share at the start of such period, the market value of a share at the end of such period or the lower thereof, as specified by the Company.

Dividend shares

If dividends are declared in respect of any shares held in the SIP trust, the Remuneration Committee may allow or require those dividends to be re-invested on behalf of the participant in the acquisition of further shares (“**Dividend Shares**”).

Corporate actions

Participants in the SIP will have the same rights in the event of a change of control of the Company as other shareholders. To the extent that shares in the acquiring company are received in consideration for SIP Shares, subject to certain statutory requirements, such shares may continue to be held in the SIP trust and receive tax benefits. In other circumstances, shares will cease to be subject to the SIP although restrictions, including forfeiture provisions, may apply.

Holding period

Free Shares and Matching Shares must generally be held in trust for a period specified by the Company, which must not be less than three years nor more than five years from the date on which the shares are awarded to employees. Dividend Shares must generally be held in trust for three years. Employees can withdraw their Partnership Shares from the SIP at any time.

Restrictions on shares, including forfeiture

Shares in the SIP may be subject to such other restrictions as may be imposed by the Remuneration Committee, including forfeiture restrictions, subject to the provisions of the applicable legislation.

Non-pensionable

Awards under the SIP do not form part of pensionable earnings.

Plan limits

The use of newly issued ordinary shares under the SIP is limited to 10 per cent of the issued share capital of the Company from time to time, taking into account ordinary shares issued or to be issued over the previous 10-year period under the SIP and any other employees’ share plans adopted by the Company.

Treasury shares will count as new issue shares for the purpose of these limits unless there is a change in the institutional investor community as to how such shares should be treated.

Alterations

The Remuneration Committee will have authority to amend the SIP, with the consent of the SIP trustee, provided that no amendment to the advantage of participants or qualifying employees may be made to provisions relating to eligibility, limits on participation and the number of new shares or treasury shares available under the SIP, the basis for determining a participant's entitlement in the event of a variation in the Company's share capital, and the amendment provisions themselves, without the prior approval of the shareholders in a general meeting (unless an amendment is minor and made to benefit the administration of the SIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the Company, any participating company or for participants or qualifying employees).

Extending the SIP overseas

The resolution authorising the adoption of the SIP also authorises the Directors to adopt further plans modified to take account of overseas tax, exchange controls, or securities laws. The plan limits however cannot be amended.

Travis Perkins plc Shareholder Guide



Meeting ID: 158-995-059



Meeting access

Shareholders can participate in the AGM electronically, should they wish to do so. This can be done by accessing the meeting website, <https://weblumiagm.com>. This can be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.

On accessing the meeting website, you will be asked to enter a **Meeting ID which is: 158-995-059**

You will then be prompted to enter your unique 11 digit Investor Code ("IVC"), including any leading zeros, and PIN which is the last four digits of your IVC.

These can be found printed on your share certificate or dividend confirmation. Access to the meeting will be available from 9:00 am on 29 April 2022; however, please note that your ability to vote will not be enabled until the Chair formally declares the poll open.



Broadcast

The meeting will be broadcast via a live webcast. Once logged in, and at the commencement of the meeting, you will be able to watch the proceeding of the meeting on your device.



Voting

Once the Chair has formally opened the meeting, they will explain the voting procedure. Once voting has opened, the polling icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed.

Select the option that corresponds with how you wish to vote. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure.



Questions

Shareholders attending electronically may ask questions by typing and submitting their question in writing – Select the messaging icon from within the navigation bar and type your question at the bottom of the screen. To submit your question, click the send button to the right of the text box.

In addition, a telephone number will be provided if you wish to ask a verbal question within the AGM.

Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and watch the webcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

Duly appointed proxies and corporate representatives

Following receipt of a valid appointment, please contact the Company's registrar before 9:30 am on Wednesday, 27 April 2022 on 0371 664 0300 or +44 371 664 0300* for your IVC and PIN.

*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 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.