

**Travis Perkins** 

Notice of Annual General Meeting 2023

Thursday, 4 May 2023, 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 2023 Annual General Meeting ("AGM") at Linklaters, One Silk Street, London, EC2Y 8HQ on Thursday, 4 May 2023, 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.

In 2022 we were pleased to open our AGM to shareholders, their proxies and corporate representatives to attend in person. This followed two years where we found that the Covid-19 pandemic impeded our ability to hold our AGM with shareholders physically present. As we prepared for the 2022 AGM we allowed for the possibility that the Government could once again introduce guidance or restrictions which would prevent the attendance of shareholders (and others) at the AGM physically. This influenced our decision to broadcast the 2022 AGM to preserve the ability to attend and participate remotely. Happily it transpired that we were able to admit shareholders to the 2022 AGM in person while also broadcasting the meeting. We noted that a very low number of shareholders chose to attend via the broadcast and that no questions were submitted during the meeting by participants attending remotely. The possibility of disruption linked to the Covid-19 pandemic has receded. We also wish to maximise value to shareholders by avoiding unnecessary costs in light of the apparent lack of demand for remote participation currently. We have, therefore, decided to arrange our 2023 AGM on the basis that shareholders, their proxies and corporate representatives may attend in person without broadcasting the event. We will 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 2 May 2023 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 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, 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 Tuesday, 2 May 2023 (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 <https://www.travisperkinsplc.co.uk/investors/> and sending it to Link to be received by 9.00 am on Tuesday, 2 May 2023 (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 4 May 2023 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

Following reinstatement of our dividend programme last year and following the payment of the interim dividend in November 2022 I am pleased to confirm that a final dividend for the year ended 31 December 2022 of 26.5 pence per ordinary share is recommended by the Directors. If shareholders approve the recommended final dividend, this will be paid on 18 May 2023 to all ordinary shareholders on the register of members at the close of business on 11 April 2023.

### Resolution 4

As Louise Hardy has been appointed to the Board since the last AGM, she is 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 Investment Association guidelines. If the Directors wish to exercise the authority to allot new shares for cash 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.

In recognition of the benefit to listed companies of having some flexibility to allot and issue shares for cash without first offering them to existing shareholders (i.e. non-pre-emptively), the Pre-Emption Group ("PEG"); a group formed of members representing investors, listed companies and intermediaries, and supported by the Investment Association and the Lifetime Savings Association (formerly the National Association of Pension Funds); published guidelines for public companies wishing to disapply pre-emption rights to follow when allotting and issuing shares for cash. Until they were changed in November 2022, the PEG's guidelines permitted the general disapplication of pre-emption rights by public companies when allotting and issuing shares up to a value of 5% of their issued share capital, the proceeds of which could be used for any purpose. The previous guidelines also permitted the disapplication of pre-emption rights over a further 5% of a company's issued share capital where the proceeds were intended to be used for an anticipated acquisition or expenditure of capital or to fund one which had occurred in the preceding 6 months.

Whilst the Company's Directors had historically sought shareholders' approval for the disapplication of pre-emption rights over 10% of the Company's issued share capital, in response to shareholder concerns, the Directors did not seek authority to disapply pre-emption rights over the second tranche of 5% in 2019, seeking authority to disapply pre-emption rights over a total of only 5% of the Company's share capital. In 2020 and 2021, however, in response to the potential challenges of the COVID 19 pandemic and to ensure access to the broadest and most flexible range of capital resources, the Company's Directors sought and received from shareholders authority to disapply pre-emption rights over the full 10% of the Company's issued share capital, in line with the PEG's guidelines. Last year, with the challenges of the COVID 19 pandemic having receded, the Directors reverted to the previously adopted position of seeking authority to disapply pre-emption rights over only 5% of the Company's issued share capital.

In November 2022, the PEG updated its pre-emption guidelines in support of a general disapplication of pre-emption rights over 10% of a company's issued share capital, and the 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 updated 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 companies seeking authority for a general disapplication of statutory 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.

Consistent with the Directors' previous approach to the disapplication of pre-emption rights, Resolutions 16, will give the directors 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, but in line with the PEG's guidelines and only over an amount equivalent to 10% of the Company's current issued share capital, remaining within the first level of the PEG's guidelines. Please note that the Directors do not have any present intention to exercise this disapplication authority but the Directors consider it appropriate to seek the flexibility that this authority provides and that the authority is in the best interests of the Company.

### 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 and 13 of this Notice.

The Annual Report and Financial Statements 2022 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  
22 March 2023

## Notice of Annual General Meeting

Notice is hereby given that the 2023 Annual General Meeting of Travis Perkins plc will be held at Linklaters, One Silk Street, London, EC2Y 8HQ, on Thursday, 4 May 2023 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 2022.

### Directors' remuneration

2. To approve the Directors' Remuneration report (excluding the Directors' Remuneration Policy) which is set out on pages 98 to 116 of the Annual Report and Accounts for the financial year ended 31 December 2022.

### Dividend

3. To declare a final dividend for the financial year ended 31 December 2022 of 26.5 pence per ordinary share, payable to shareholders on the register at the close of business on 11 April 2023.

### Election and re-election of Directors

4. To elect Louise Hardy as a Director of the Company.
5. To re-elect Heath Drewett as a Director of the Company.
6. To re-elect Jora Gill as a Director of the Company.
7. To re-elect Marianne Culver as a Director of the Company.
8. To re-elect Coline McConville as a Director of the Company.
9. To re-elect Pete Redfern as a Director of the Company.
10. To re-elect Nick Roberts as a Director of the Company.
11. To re-elect Jasmine Whitbread as a Director of the Company.
12. To re-elect Alan Williams 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, 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 £7,937,297 (such amount to be reduced by the aggregate nominal amount of any equity securities allotted or granted 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 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 or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, 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 in London on 4 August 2024) 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

16. That, if Resolution 15 granting authority to allot shares is passed, the Board be authorised pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/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:

(a) to the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 15 above by way of rights issue only) in favour of the holders of shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record date, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

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

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business in London on 4 August 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the 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

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 16 March 2023);

(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 at the close of business in London on 4 August 2024, 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  
22 March 2023

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 2022 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 26.5 pence per ordinary share for the year ended 31 December 2022 is recommended by directors for payment. If shareholders approve the recommended final dividend, this will be paid on 18 May 2023 to all ordinary shareholders on the register of members at the close of business on 11 April 2023.

### Resolutions 4 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 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 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 £1,891,000 (2021: £1,820,000) for audit-related work, and £85,000 (2021: £770,000) for non-audit work (see note 4 in the Annual Report and Accounts).

#### **Resolution 15: 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 £7,937,297 (representing 70,836,436 ordinary shares of 11.205105 pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 16 March 2023, 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 £15,874,595 (representing 141,672,880 ordinary shares of 11.205105 pence each), as reduced by the nominal amount of any shares issued under paragraph (a) of this Resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 16 March 2023, 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 4 August 2024.
- 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**

- The Pre-Emption Group's Statement of Principles, as updated in November 2022, (the "Pre-Emption Principles") supports:
  - (i) the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than 10% of the issued ordinary capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments; and
  - (ii) the annual disapplication of pre-emption rights in respect of allotments of shares and sales of treasury shares for cash representing no more than an additional 10% of issued ordinary share capital (exclusive of treasury shares), to be used in connection with an acquisition or specified capital investment (defined in the Pre-Emption Principles as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return); and
  - (iii) a further disapplication of pre-emption rights for a "follow-on offer" to existing holders of securities not allocated shares under issues described in either (i) or (ii) of this note above, subject to the additional requirements that the follow-on offer be for no more than 2% of issued ordinary share capital (exclusive of treasury shares), entitle applicable shareholders to subscribe for shares up to a cap of not more than £30,000 each, at the same or a lower price than the original issue preceding the follow-on offer and be open for a period that is sufficient to allow shareholders to become aware of the offer and reach an investment decision.
- Resolution 16 will give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash pursuant to the authority granted under Resolution 15: (a) up to a nominal amount of £15,874,595, representing two-thirds of the Company's issued ordinary share capital as at 16 March 2023 (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) on a non-pre-emptive basis, i.e. without first offering them to existing shareholders in proportion to their existing shareholdings, up to a nominal value of £2,381,189 (representing 21,250,933 ordinary shares of 11.205105 pence each), this aggregate nominal amount representing approximately 10% of the total issued ordinary share capital of the Company as at 16 March 2023, the latest practicable date prior to publication of this Notice. On that date the Company did not hold any shares in treasury.
- The Directors do not, however, at this time seek authority to disapply pre-emption on the basis supported under the Pre-Emption Principles and that is described in either (ii) or (iii) of this note above.
- If the authority given in paragraph (b) of Resolution 16 is used, the Company will make a post-transaction report in the format specified by the Pre-emption Group within one week of completion of the issue. The report will be publicly announced through a regulatory information service and submitted to the Pre-Emption Group for inclusion in its Pre-Emption Database. The Company will also publish details of the allotment or sale in the next Annual Report and Accounts.
- The authority sought pursuant to resolution 16 will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 4 August 2024.



**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 21 March 2023, 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 4 August 2024.
- The Directors consider that it is in the best interests of the Company to have this authorisation available in case circumstances arise when it would be appropriate to use it. The authority would only be used after consideration of the effect on earnings per share and the longer-term benefit for the Company and shareholders generally. The fact that such authorisation is being sought should not be taken to imply that shares would be purchased at any particular price or indeed at all. Any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of shareholders at the time.
- As at 16 March 2023, 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 16 March 2023, 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 2024 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 Tuesday, 2 May 2023 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 Tuesday, 2 May 2023. 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 contents of the Chairman'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 Chairman'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 "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, 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 notarially certified copy of such authority) for the AGM to be held at Linklaters, One Silk Street, London, EC2Y 8HQ, at 9.00 am on Thursday, 4 May 2023 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 Tuesday, 2 May 2023 (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 Tuesday, 2 May 2023 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 & 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 Tuesday, 2 May 2023)) (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 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](http://www.proximity.io). Your proxy must be lodged by 9.00 am on Tuesday, 2 May 2023 (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 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 16 March 2023 (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 16 March 2023 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

Louise Hardy 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 with a number of large public companies. These include BT Group plc, where she chaired the Digital Impact and Sustainability Committee. Jasmine currently serves as Non-executive Director with Compagnie Financière Richemont SA, WPP plc and Standard Chartered plc. She will stand down from the Board of Standard Chartered in May 2023.

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.

**Committee membership key:**

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



### Nick Roberts

Chief Executive Officer

**Nationality**

British

**Appointment date**

1 July 2019

**Committee membership:** (S)

**Skills and experience**

Since joining the Group in 2019, Nick has reshaped the business to be the leading partner to the construction industry by focusing on trade customers and offering value-added services through an improved branch network. He was previously President of engineering consultancy Atkins and has spent nearly 30 years in the construction industry. He is an Honorary Fellow of the Institution of Civil Engineers and is the Deputy Chair and Trustee 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.



### 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 the RS Group plc.

Marianne is a member of the Supervisory Board of Blackstone portfolio company the BME Group B.V. Her Non-executive Directorship career to date has included membership of the Boards of Rexel SA (listed on Euronext Paris), The British Quality Foundation and EDS Corporation Inc.



**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. From 2007 to 2022, Pete held the position of CEO at Taylor Wimpey plc. He was previously Chief Executive of George Wimpey plc and prior to that, successively held the posts of Finance Director and Chief Executive of George Wimpey's UK Housing business.



**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. Coline is also on the Board of Kings Cross Central GP (owned by Australian Super).

Coline holds an MBA from Harvard Business School where she was a Baker Scholar.



**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 Oriol. 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.



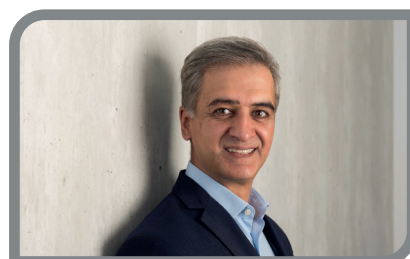
**Heath Drewett**  
Non-executive Director

**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. In addition, he serves as a Non-executive Director of the Care Quality Commission, a role he has held since 2016.

# Notes

## Notes

