

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR
IMMEDIATE ATTENTION.**

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

If you have sold or otherwise transferred all of your shares in Barratt Developments PLC, please pass this document together with any accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.



BARRATT
DEVELOPMENTS PLC

**Barratt Developments PLC
Notice of Annual General Meeting 2024
To be held on Wednesday 23 October 2024**

Whether or not you decide to attend the AGM, we strongly encourage you to submit a Form of Proxy in accordance with the instructions contained in the notes to this document.

The Form of Proxy must be received not less than 48 hours before the time of the AGM.

Barratt Developments PLC (Company number 00604574) (the 'Company')

16 September 2024

To the holders of ordinary shares in the Company

Dear Shareholder

Notice of Annual General Meeting (AGM) 2024

I am pleased to confirm that this year's AGM will be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ at 12 noon on Wednesday 23 October 2024. For directions please see the map on page 15 of this document.

The notice convening the AGM (the 'Notice') is set out on pages 3 to 5 of this document. The explanatory notes for the business to be transacted at the AGM are set out on pages 9 to 14.

Attendance at the AGM and live webcast

The AGM is an important event in our corporate calendar which provides the Board with an opportunity to engage with the Company's shareholders. Should you wish to attend the AGM in person, please bring with you the attendance card accompanying the Notice.

This will authenticate your right to attend, speak and vote at the AGM and enable us to register your attendance. Refreshments will be provided before and after the meeting.

For those who are unable to attend in person, a live webcast of the meeting will be available to allow you to follow the business of the AGM virtually. To join via the webcast see note 16 on page 8 of this document. Please note that joining the webcast will not constitute formal attendance at the AGM. You will therefore not be permitted to vote on the business of the AGM, but you will be able to send questions relating to the business of the AGM to me via the webcast.

In the event that changes are required to the details of the AGM, we will notify you of the new arrangements as soon as possible prior to the AGM, through our website at www.barrattdevelopments.co.uk/investors/shareholder-centre and, where appropriate, by a Regulatory Information Service announcement.

Appointment of proxies

Your vote is important to us and, whether or not you intend to attend the AGM in person, I do strongly encourage you to appoint me, the Chair of the meeting, as your proxy to ensure your vote is counted if unexpected circumstances prevent you from attending on the day. To be valid, your Form of Proxy must be received by the Registrar no later than 12 noon on Monday 21 October 2024.

You can submit your proxy appointments and voting instructions in advance of the AGM by following the relevant instructions set out in notes 2 to 7 inclusive.

Questions on AGM business

In addition to raising questions at the AGM in person or during the live webcast, you can also submit questions in advance by email to agmquestions@barrattplc.co.uk or by post to the Company Secretary at the registered office address listed below.

Any questions received by email or post before 5 p.m. on Wednesday 16 October 2024 will be answered during the AGM.

We will publish the answers to all questions received before or during the meeting on our website (on an anonymised basis) as soon as practicable after the AGM.

Voting at the AGM

Voting on each of the resolutions to be put to the AGM will be taken on a poll as the Board believes that this is more representative of shareholder voting intentions. The results of the poll will be announced through the Regulatory Information Service and will be available on the Company's website as soon as practicable following the conclusion of the meeting.

Recommendation

Your Board believes that the resolutions contained in the Notice are in the best interests of the Company and its shareholders as a whole and will promote the success of the Company. Your Directors intend to vote in favour of each resolution and recommend that you do so as well.

Yours faithfully

Caroline Silver
Chair

Notice of Annual General Meeting

Notice is hereby given that the 66th Annual General Meeting ('AGM') of Barratt Developments PLC (the 'Company') will be held at **Linklaters LLP, One Silk Street, London EC2Y 8HQ, on Wednesday 23 October 2024 at 12 noon.**

You will be asked to consider and, if thought fit, pass the following resolutions:

Ordinary resolutions

1. To receive the accounts of the Company, the Strategic Report and the Directors' and Auditor's Reports for the year ended 30 June 2024.
2. To approve the Directors' Remuneration Report for the year ended 30 June 2024 set out on pages 123 to 145 of the annual report for the year ended 30 June 2024 (the '2024 Annual Report').
3. To declare a final dividend of 11.8 pence per ordinary share for payment on 1 November 2024 in respect of the financial year ended 30 June 2024 to shareholders on the register at the close of business on 27 September 2024.
4. To re-elect Caroline Silver as a Director.
5. To re-elect Jasi Halai as a Director.
6. To re-elect Nigel Webb as a Director.
7. To re-elect David Thomas as a Director.
8. To re-elect Steven Boyes as a Director.
9. To re-elect Mike Scott as a Director.
10. To re-elect Katie Bickerstaffe as a Director.
11. To re-elect Jock Lennox as a Director.
12. To re-elect Chris Weston as a Director.
13. Subject to Matthew Pratt having been appointed as a Director by the Board prior to the date of the AGM, to elect Matthew Pratt as a Director of the Company.
14. Subject to Nicky Dulieu having been appointed as a Director by the Board prior to the date of the AGM, to elect Nicky Dulieu as a Director of the Company.
15. Subject to Geeta Nanda having been appointed as a Director by the Board prior to the date of the AGM, to elect Geeta Nanda as a Director of the Company.
16. To reappoint Deloitte LLP as the auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
17. To authorise the Audit and Risk Committee to fix the remuneration of the auditor.
18. That, in accordance with Sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect be and are hereby authorised:
 - (a) to make political donations (as defined in Section 364 of the Act) to political parties (as defined in Section 363 of the Act), not exceeding £30,000 in total;
 - (b) to make political donations (as defined in Section 364 of the Act) to political organisations other than political parties (as defined in Section 363 of the Act), not exceeding £30,000 in total; and
 - (c) to incur political expenditure (as defined in Section 365 of the Act), not exceeding £30,000 in total, in each case during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 23 January 2026).

In any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £90,000.
19. That the Board be and is hereby generally and unconditionally authorised, in accordance with Section 551 of the Act, in substitution for all subsisting authorities, to execute all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £48,363,379, such authority to apply (unless previously renewed, revoked or varied by the Company in general meeting) until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 23 January 2026) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for, or convert any security into, shares under any such offer or agreement as if the authority had not ended.

Notice of Annual General Meeting continued

Special resolutions

20. That, if resolution 19 above is passed, the Board be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and the sale of treasury shares in connection with an offer or issue of, or invitation to apply for, equity securities:
 - (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 Board otherwise considers necessary,

and so that the Board may impose any limits, exclusions or restrictions and make any arrangements which it considers 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 whatsoever;

- (b) in the case of the authority granted under resolution 19 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £14,509,013; and
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice (the 'PEG Statement of Principles 2022'),

such power to apply, unless previously renewed, revoked or varied, until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 23 January 2026) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power ends and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not ended.

21. That if resolution 19 is passed, the Board be given the power in addition to any power granted under resolution 20 to allot equity securities (as defined in the Act) for cash under the authority granted under resolution 19 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities or sale of treasury shares up to a nominal amount of £14,509,013, such power to be used only for the purposes of financing a transaction which the Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the PEG Statement of Principles 2022, or for the purposes of refinancing such a transaction within 12 months of its taking place; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Part 2B of the PEG Statement of Principles 2022,

such power to apply, unless previously renewed, revoked or varied, until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 23 January 2026) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power ends and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not ended.

22. That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (as defined in Section 693(4) of the Act) of its ordinary shares of 10 pence each in the capital of the Company ('ordinary shares'), on such terms and in such manner as the Board may from time to time determine, provided that such authority shall be limited:

- (a) to a maximum number of 145,090,138 ordinary shares;
- (b) by the condition that the maximum price, exclusive of expenses, which may be paid for an ordinary share shall be the highest of:
 - (i) an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue on which the purchase is to be carried out, including when the shares are traded on different trading venues; and

(c) by the condition that the minimum price, exclusive of expenses, which may be paid for an ordinary share is 10 pence,

such authority to apply, unless previously renewed, revoked or varied, until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 23 January 2026) but so that during the relevant period the Company may enter into a contract under which a purchase of ordinary shares will or may be completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

23. That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Tina Bains
Company Secretary
3 September 2024

Registered office
Barratt Developments PLC

Barratt House,
Cartwright Way,
Forest Business Park,
Bardon Hill,
Coalville,
Leicestershire LE67 1UF

(incorporated and registered in England and Wales under number 00604574)

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting whether by show of hands or on a poll.

A proxy need not be a shareholder of the Company.

2. Members can appoint their proxy via the internet by accessing the Equiniti website, www.shareview.co.uk using your user ID and password. Once logged in click on 'View' on the 'My Investments' page and then 'Vote'. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes. The on-screen instructions give details on how to complete the proxy appointment process. To be valid, any proxy submitted must be received by Equiniti before 12 noon on Monday 21 October 2024 (or not less than 48 hours before the time fixed for any adjourned AGM, provided that no account shall be taken of any part of a day that is not a working day).

3. If you hold your shares through the Corporate Sponsored Nominee ('CSN') you will have been instructed to vote your shares via www.sharevote.co.uk. Please note the deadline for submitting your votes is 12 noon on Friday 18 October 2024 (or not less than 72 hours before the time fixed for any adjourned AGM, provided that no account shall be taken of any part of a day that is not a working day).

4. A Form of Proxy which may be used to appoint a proxy and give proxy instructions accompanies this Notice, if you have received a hard copy. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy please follow the notes contained in the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrar, Equiniti, on 0371 384 2657 from within the UK. If calling from outside the UK, please ensure the country code is used. (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales)).

To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be received by Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, before 12 noon on Monday 21 October 2024 (or not less than 48 hours before the time fixed for any adjourned AGM, provided that no account shall be taken of any part of a day that is not a working day).

5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior).
6. 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 (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 issuer's agent (ID RA19) by 12 noon on Monday 21 October 2024 (or not less than 48 hours before the time fixed for any adjourned AGM, provided that no account shall be taken of any part of a day that is not a working day). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service provider(s), should note that EUI does not make available special procedures in CREST for any particular message. 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 connection with this, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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 (as amended).

7. Institutional investors may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. Further information regarding Proxymity can be found on www.proxymity.io. Proxies must be lodged by 12 noon on Monday 21 October 2024 (or not less than 48 hours before the time fixed for any adjourned AGM, provided that no account shall be taken of any part of a day that is not a working day) in order to be considered valid. Before appointing a proxy via this process, investors will need to have agreed to Proxymity's associated terms and conditions. It is important to read these carefully as investors will be bound by them and they will govern the electronic appointment of proxies.
8. The return of a completed Form of Proxy, other such instrument, or any CREST Proxy Instruction, will not prevent a shareholder attending the AGM and voting in person should they wish to do so, subject to any restrictions regarding in person attendance at the AGM that may be introduced.
9. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- The statement of the rights of shareholders in relation to the appointment of proxies in notes 1–2 and 4–8 above does not apply to Nominated Persons. The rights described in such paragraphs can only be exercised by shareholders of the Company.
10. The Company specifies that only those shareholders included in the Register of Members as at the close of business on Monday 21 October 2024 or, in the event that this AGM is adjourned, in the Register of Members 48 hours before the time of the adjourned AGM (provided that for these purposes no account shall be taken of any part of a day that is not a working day) shall be entitled to attend and vote at the meeting (or any adjourned meeting) in respect of the numbers of shares registered in their names at that time. Changes to the Register of Members after close of business on Monday 21 October 2024 or, in the event that the AGM is adjourned, to the Register of Members 48 hours before the time of the adjourned AGM (provided that for these purposes no account shall be taken of any part of a day that is not a working day) shall be disregarded in determining the rights of any person to attend or vote at the meeting (or any adjourned meeting).
11. A Form of Proxy sent electronically that is found to contain any virus will not be accepted.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.
13. Voting on each of the resolutions to be put to the forthcoming AGM will be conducted by way of a poll, rather than on a show of hands. The results of the poll will be announced through the Regulatory Information Service and will be available on the Company's website as soon as practicable following the conclusion of the AGM.
14. Under Section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act.
- Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
15. Any member attending the AGM has the right to ask questions in accordance with Section 319A of the Act. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if:
- to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
- Shareholders are being given the opportunity to submit questions relating to the business of the meeting in advance via email at agmquestions@barrattplc.co.uk or by post to The Company Secretary, Barratt Developments PLC, Barratt House, Cartwright Way, Forest Business Park, Bardon Hill, Coalville LE67 1UF. Questions which relate to the business of the meeting, and which have been received by email or post before 5 p.m. on Wednesday 16 October 2024 will be answered by the Chair at the AGM. We will publish the answers to your questions on the Company's website as soon as practicable after the AGM (on an anonymised basis). Questions can also be sent to the Chair of the meeting during the webcast, and questions relating to the business of the AGM will be answered by the Chair during the AGM. Please note, however, that we reserve the right to edit questions or not to answer them (whether at the AGM or subsequently via the Company's website) where we consider it appropriate, taking account of our legal obligations.

Notes continued

16. In order to join the webcast and ask questions via the platform, shareholders will need to connect to the following site: <https://web.lumiagm.com/178093146>. This can be accessed using most well-known internet browsers such as Chrome, Firefox and Safari on a PC, laptop or internet-enabled tablet or smartphone.

Once accessed, you will be prompted to enter your unique Shareholder Reference Number ('SRN') and PIN. Your PIN is the first two and last two digits of your SRN. This will authenticate you as a shareholder.

Your SRN can be found on your Form of Proxy or Notice of Availability letter. If you are not in receipt of your SRN, please contact Equiniti, our Registrar, by email at hybrid.help@equiniti.com.

Access to the AGM will be available from 30 minutes before the AGM start time. An active internet connection is required at all times to allow you to submit questions and view the webcast. It is your responsibility to ensure you remain connected for the duration of the AGM. A user guide to the audio/video webcast is available on our website at:

www.barrattddevelopments.co.uk/investors/shareholder-centre/agm/agm-2024.

Shareholders joining electronically may type and submit their question in writing. To do this, select the messaging icon from within the navigation bar and type your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box. Questions can also be asked verbally by pressing the 'Request to speak' button and following the on-screen instructions.

If you are a duly appointed proxy or corporate representative, you must contact the Company's Registrar, Equiniti, which will provide you with details on how to access the AGM, including your unique SRN and PIN. Please contact Equiniti by emailing: hybrid.help@equiniti.com. To avoid any delays accessing the AGM, contact should be made at least 24 hours prior to the AGM. Mailboxes are monitored 9.00 a.m. to 5.00 p.m. Monday to Friday (excluding public holidays in England and Wales).

Please note that joining the webcast will not constitute formal attendance at the AGM and you will therefore not be permitted to vote on the business of the AGM via the webcast.

17. A copy of this Notice, and other information required by Section 311A of the Act, can be found in the investor relations section of the Company's website at: www.barrattddevelopments.co.uk/investors/shareholder-centre/agm/agm-2024.
18. Copies of the contracts of service of the Executive Directors and the letters of appointment of the Non-Executive Directors and the Chair will be available for inspection at the place of the AGM from 15 minutes prior to its commencement until its conclusion and can also be found in the investor relations section of the Company's website at: www.barrattddevelopments.co.uk/investors/corporate-governance.
19. You may not use any electronic address provided either in this Notice or any related documents (including the Chair's letter and Form of Proxy) to communicate for any purposes other than those expressly stated.
20. The Company may process the personal data of attendees at the AGM. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at www.barrattddevelopments.co.uk/site-services/privacy-policy.

Explanatory notes on the resolutions

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 19 are proposed as ordinary resolutions which require at least a simple majority of the votes cast to be in favour.

Resolution 1 – Reports and accounts

For each financial year, the Directors must present an Independent Auditor's Report on the financial statements, a Strategic Report, a Directors' Report and accounts to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 30 June 2024 and are contained in the 2024 Annual Report.

Resolution 2 – Directors' Remuneration Report

The Directors' Remuneration Report can be found on pages 123 to 145 of the 2024 Annual Report. The Remuneration Report sets out the remuneration outcomes for the financial year ended 30 June 2024 and how the Remuneration Policy will be implemented throughout FY25. As this is an advisory resolution, no entitlement of a Director to remuneration is conditional on the resolution being passed.

Resolution 3 – Final dividend

The Directors recommend a final dividend of 11.8 pence per ordinary share in respect of the year ended 30 June 2024.

If approved, the dividend will be paid on 1 November 2024 to shareholders on the register at the close of business on 27 September 2024.

Dividend re-investment plan

Subject to the final dividend, as set out in resolution 3 to this Notice, being approved by shareholders at the AGM, the Company will once again be offering a dividend re-investment plan ('DRIP'). For the financial year ended 30 June 2024, the DRIP will be provided and administered by the DRIP administrator, Equiniti Financial Services Limited, which is authorised and regulated by the Financial Conduct Authority. The DRIP offers shareholders the opportunity to elect to invest cash dividends received on their ordinary shares, in purchasing further ordinary shares in the Company. These shares would be bought in the market, on competitive dealing terms.

Answers to any queries you have, as well as a copy of the full Terms and Conditions for the DRIP, are available online at www.shareview.co.uk/info/DRIP or on request from the Company's Registrar, Share Dividend Team, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. If you would prefer to speak to the Registrar, you can contact Equiniti on the Shareholder Services Helpline on 0371 384 2657 from within the UK. If calling from outside the UK, please ensure the country code is used. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales).

For those shareholders who have previously elected to participate in the DRIP, the final dividend payment, if approved, will automatically be invested in purchasing further shares in the Company. No further action is required.

Resolutions 4 to 15 – Election and re-election of Directors

As previously announced, Barratt expects Matthew Pratt, Nicky Dulieu and Geeta Nanda to join the Board once either: (i) undertakings have been agreed with the Competition and Markets Authority ('CMA') that address the CMA's limited concerns in connection with the combination of Barratt and Redrow (the 'Combination'); or (ii) the CMA otherwise agrees to their appointment. As such, Matthew, Nicky and Geeta may join the Board either before the date of the AGM or after the date of the AGM, depending on the process with the CMA.

Provided that they are appointed as Directors by the Board prior to the date of the AGM, Matthew, Nicky and Geeta will be seeking election by shareholders for the first time at the 2024 AGM. If they are not appointed as Directors by the Board prior to the date of the AGM, they will instead seek election by shareholders for the first time at the 2025 AGM.

Each of the Directors (other than Matthew, Nicky and Geeta) has been subject to a formal performance evaluation process which concluded that they each continue to be effective in, to demonstrate commitment to, and to have sufficient time available to perform the duties required of his/her role.

In addition, each Non-Executive Director, excluding the Chair, is considered to be independent. The Chair was independent upon appointment. The Board therefore recommends the election of Matthew, Nicky and Geeta (provided that they are appointed as Directors by the Board prior to the date of the AGM) and the re-election of each of the other Directors.

Explanatory notes on the resolutions continued

Resolutions 4 to 15 – Election and re-election of Directors continued

The following biographical details are given in support of the Board's recommendation to elect or re-elect each of the Directors of the Company:

Caroline Silver

Non-Executive Chair

Appointed:

Caroline joined the Board on 1 June 2023, and was appointed Non-Executive Chair on 30 June 2023. She became Designated Non-Executive Director for Workforce Engagement in July 2023.

Skills and qualifications:

Caroline brings a wealth of knowledge and experience to the Board across a number of commercial, financial, investment banking, governance and board leadership roles. Caroline was Chair of PZ Cussons PLC until 31 March 2023 and was Non-Executive Director of Meggitt PLC and M&G PLC. She has also served on the boards of BUPA and the London Ambulance Service NHS Trust and as a trustee of the Victoria and Albert Museum. She spent over 30 years in the investment banking sector, holding senior corporate finance and M&A positions at Morgan Stanley and Merrill Lynch, and, until 2020, was a Partner and Managing Director at Moelis & Company. Caroline started her career as a Chartered Accountant at PwC.

External appointments:

Caroline is currently a Non-Executive Director at Tesco PLC and Intercontinental Exchange, Inc. She is also a member of the International Advisory Board of Adobe Inc, a member of the V&A Foundation, a Senior Adviser to Moelis & Company and Chair of the Audit Committee of the National Film and Television School.

David Thomas

Chief Executive Officer

Appointed:

David joined the Board as an Executive Director and Group Finance Director in July 2009, and was appointed Chief Executive in July 2015.

Skills and qualifications:

David brings significant leadership and finance experience acquired over several years in senior positions, and is an Associate of the Institute of Chartered Accountants in England and Wales. He was previously Group Finance Director and Deputy Chief Executive of The GAME Group plc, and Group Finance Director at Millennium and Copthorne Hotels plc. He has also held senior financial roles with House of Fraser plc and Forte plc. David is also a former Trustee of the Barratt Developments PLC Charitable Foundation.

External appointments:

David is a Non-Executive Director of the HBF, Chair of the Future Homes Hub, a member of the Net Zero Council and a Trustee at CentrePoint, the UK's leading youth homelessness charity.

Steven Boyes

Chief Operating Officer and Deputy Chief Executive

Appointed:

Steven joined the Board as an Executive Director in July 2001, became Chief Operating Officer in July 2012 and Deputy Chief Executive in February 2016. He is responsible for the Group's housebuilding operations and the land promotion business, Gladman Developments Limited.

Skills and qualifications:

Steven has over 40 years' experience in the housebuilding industry, having joined as a junior quantity surveyor in 1978. He progressed through the business to assume the roles of Technical Director and Managing Director of Barratt York, before being appointed Regional Director for Barratt Northern in 1999. Steven was previously a Trustee of the UK Green Building Council.

External appointments:

Steven holds no external appointments.

Mike Scott

Chief Financial Officer

Appointed:

Mike joined the Board as an Executive Director and Chief Financial Officer in December 2021.

Skills and qualifications:

Mike has extensive experience in the housebuilding sector and is a Fellow of the Institute of Chartered Accountants in England and Wales. He was previously Chief Financial Officer of Countryside Properties PLC, having joined as Group Financial Controller in 2014. Prior to this, Mike held a number of senior finance roles at J Sainsbury plc, including latterly as Head of Investor Relations, and spent 11 years at PwC.

External appointments:

Mike holds no external appointments.

Katie Bickerstaffe

Non-Executive Director

Appointed:

Katie joined the Board as a Non-Executive Director on 1 March 2021 and took over as Chair of the Remuneration Committee on 4 May 2021.

Skills and qualifications:

Katie brings extensive business transformation experience and considerable digital expertise to the Board. She was Co-Chief Executive of Marks and Spencer Group PLC from May 2022 to July 2024. Katie was also a former Non-Executive Director of Marks and Spencer Group PLC, and was previously Executive Chair of SSE Energy Services, where she led its separation from SSE plc and subsequent sale to OVO Group Ltd. She was also a Non-Executive Director of SSE plc and Chair of its Remuneration Committee until 2018. Prior to this, Katie worked in a variety of general management roles in retail and manufacturing businesses.

External appointments:

Katie is a Non-Executive Director of the England and Wales Cricket Board, where she was appointed the Senior Independent Director in May 2023.

Jasi Halai

Non-Executive Director

Appointed:

Jasi joined the Board on 1 January 2023.

Skills and qualifications:

Jasi brings considerable financial and business skills and experience which complement those of other Board members. She is a Chartered Management Accountant and holds an MSc in Investment Management from the CASS Business School. Before being appointed to the Board of 3i Group plc, she held a variety of posts there, most recently as Group Financial Controller. She was also a Non-Executive Director and Chair of the Audit Committee at Porvair Plc until January 2023.

External appointments:

Jasi is currently Chief Operating Officer and an Executive Director of 3i Group plc, and is also a member of the 3i Executive, Investment, Group Risk and ESG Committees.

Jock Lennox

Senior Independent Director

Appointed:

Jock joined the Board as a Non-Executive Director in July 2016 and became Senior Independent Director on 4 May 2021.

Skills and qualifications:

Jock, a Chartered Accountant, brings significant business and finance experience to the Board. He was Chair of Hill and Smith Holdings plc and Enquest plc. Jock was previously Senior Independent Director of Oxford Instruments plc and Non-Executive Director and Chairman of the Audit Committees of Dixons Carphone plc and A&J Mucklow Group plc. He was also the Chair of the Audit Committee Chairs' Independent Forum. Jock spent 30 years with Ernst & Young LLP, holding several leadership positions in the UK and globally, including 20 years as a partner.

External appointments:

Jock is Chair of Johnson Service Group plc and of Clarion Housing Group (appointed August 2024).

Chris Weston

Non-Executive Director

Appointed:

Chris joined the Board as a Non-Executive Director on 1 March 2021 and was appointed Chair of the Safety, Health and Environment Committee on 4 May 2021.

Skills and qualifications:

Chris brings to the Board considerable commercial experience and has a track record for driving performance and growth and improving customer experience. He is the former Chief Executive Officer at Aggreko Limited and the former Managing Director, International Downstream at Centrica plc. Chris joined Centrica after a successful career in the telecoms industry working for Cable & Wireless plc and One.Tel. Until June 2023, Chris was also a Non-Executive Director on the board of the Royal Navy.

External appointments:

Chris was appointed as Chief Executive Officer of Thames Water Utilities in January 2024 and as a Non-Executive Director of Sportquest Holidays Ltd in August 2023.

Nigel Webb

Non-Executive Director

Appointed:

Nigel joined the Board as a Non-Executive Director on 1 October 2023.

Skills and qualifications:

Nigel brings over 38 years of experience in property investment and development to the Barratt Board. Up until June 2023, Nigel was the Head of Development and a member of the Executive Committee at British Land Company plc, where he had worked since 1992. His responsibilities included leadership of British Land's property development activities throughout the UK and across all sectors, primarily office, retail, residential and urban logistics. He was also responsible for delivery of the group's industry-leading Environmental, Social and Governance (ESG) strategy, including developing all new buildings to net zero embodied carbon.

External appointments:

Nigel is currently a Non-Executive Director of Precede Capital Partners, Non-Executive Board Adviser to Sir Robert McAlpine and Interim Chair & Trustee of the Victoria and Albert Museum.

Explanatory notes on the resolutions continued

Resolutions 4 to 15 – Election and re-election of Directors continued

Matthew Pratt

Appointed:

Matthew is expected to join the Board as an Executive Director once either: (i) undertakings have been agreed with the CMA that address the CMA's limited concerns in connection with the Combination; or (ii) the CMA otherwise agrees to his appointment.

Skills and qualifications:

Matthew is a trained quantity surveyor and graduated with a degree in Construction from Nottingham Trent University. He has over 30 years' experience within the construction industry. He joined Redrow in January 2003 as Chief Quantity Surveyor and worked his way up through the company holding senior roles including Managing Director of Redrow Midlands and Regional Chief Executive. He joined the Board of Redrow in April 2019 as Chief Operating Officer and was promoted to Group Chief Executive with effect from 1 July 2020.

External appointments:

Matthew holds no external appointments.

Nicky Dulieu

Appointed:

Nicky is expected to join the Board as a Non-Executive Director once either: (i) undertakings have been agreed with the CMA that address the CMA's limited concerns in connection with the Combination; or (ii) the CMA otherwise agrees to her appointment. She is expected to serve as a member of the Audit & Risk, Nomination, Remuneration and Sustainability Committees. She is also expected to take on the role of Designated Non-Executive Director for Workforce Engagement.

Skills and qualifications:

Nicky has strong Non-Executive Director experience and has extensive knowledge of retailing and customer service. She is a Fellow member of the Association of Chartered Certified Accountants having trained as an accountant with Marks & Spencer Group PLC and held various strategic and financial roles within the company over a 23-year period. Following this, she was appointed to the board of Hobbs Limited and became Chief Executive from 2008 until 2014. Nicky joined the Redrow board in November 2019 and held the roles of Senior Independent Director and Chair of the Remuneration Committee.

External appointments:

Nicky is currently the Senior Independent Director and Chair of the Remuneration Committee of The Unite Group plc and a Non-Executive Director and Chair of the Remuneration Committee of WH Smith plc.

Geeta Nanda

Appointed:

Geeta is expected to join the Board as a Non-Executive Director once either: (i) undertakings have been agreed with the CMA that address the CMA's limited concerns in connection with the Combination; or (ii) the CMA otherwise agrees to her appointment. She is expected to serve as a member of the Audit & Risk, Nomination and Remuneration Committees.

Skills and qualifications:

Geeta has over 35 years' experience working in the property sector. She is currently Chief Executive Officer of Metropolitan Thames Valley Housing Association, having led its creation in 2017 with the merger of Metropolitan Housing Trust and Thames Valley Housing Association Ltd. In this role, Geeta is responsible for the management of 60,000 homes, with 120,000 residents, and an ongoing new-build programme of over 1,000 homes a year. She also has significant experience of Property Redress Schemes (PRS) having established 'Fizzy Living', the PRS subsidiary of Thames Valley Housing Association Ltd. Geeta is a former member of the Homes for Londoners mayoral Board, a former Board member of The National Housing Federation and the former Chair of G15, a group of housing associations. She was also a Non-Executive Director of McCarthy & Stone plc, a developer and manager of retirement communities from 2015 until its acquisition in early 2021.

External appointments:

Geeta is the Senior Independent Director for PRS REIT plc the first UK quoted real estate investment trust to focus on new build family homes for the private rental market, and joins Crisis, the homelessness charity, as a Non-Executive Director from September 2024.

Resolutions 16 and 17 – Reappointment of the auditor and auditor’s remuneration

At every general meeting at which accounts are presented to shareholders, the Company is required to appoint an auditor to serve until the next such meeting. On the recommendation of the Audit & Risk Committee, the Board proposes that Deloitte LLP be reappointed as the Company’s auditor for another year. Shareholders are therefore asked to approve its reappointment and, following normal practice, to authorise the Audit and Risk Committee to determine its remuneration.

Resolution 18 – Political donations and expenditure

Part 14 of the Act prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to: (i) political parties; (ii) other political organisations; and (iii) independent election candidates and from incurring political expenditure without shareholders’ consent.

Our policy is that the Group will not make donations to any political party and the Directors have no intention of using the authority proposed by resolution 18 for that purpose.

However, the definition of political donations under the Act is very broad. It may catch activities such as funding seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform and matching employees’ donations to certain charities. Therefore, in accordance with corporate governance best practice, the Board has again decided to seek shareholders’ authority for political donations and political expenditure. This is a precautionary measure and does not change the Group’s policy in respect of donations to political parties. The authority being sought is for an aggregate amount of political donations and expenditure at £90,000 (2023: £90,000), in case any of the Group’s normal activities are caught by the legislation. During FY24, no political donations were made and no activities were caught by the legislation.

Resolution 19 – Authority to allot ordinary shares

This resolution seeks to renew for a further year the Directors’ general authority to allot shares and to grant rights to subscribe for or to convert any security into shares in the Company given by shareholders at the last Annual General Meeting held on 18 October 2023. The renewed authority would give the Directors authority to allot shares and to grant rights to subscribe for or to convert any security into shares in the Company with an aggregate nominal value of up to £48,363,379 (representing 483,633,790 ordinary shares of 10 pence each) which, as at 2 September 2024, being the latest practicable date prior to the publication of this Notice, represented approximately one-third of the issued share capital of the Company (excluding treasury shares).

The authority sought under this resolution will, unless previously renewed, revoked or varied, expire at the earlier of the conclusion of the next Annual General Meeting of the Company and close of business on 23 January 2026. The Board intends to seek renewal of this authority again at the next Annual General Meeting. The Directors consider that the Company should maintain an adequate margin of shares for use, for example, in connection with a future acquisition or an equity issue. The Directors do not, however, have any present intention to issue new ordinary shares other than:

(1) in connection with the Company’s employee share and incentive plans; and (2) in connection with the settlement of certain awards under the Redrow share incentive plans following completion of the Combination.

Resolutions 20 to 23 are proposed as special resolutions which require at least a 75% majority of the votes cast to be in favour.

Resolutions 20 and 21 – Authority to disapply pre-emption rights

These resolutions would give the Board authority to allot ordinary shares (or sell any ordinary shares which the Company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The Company continues to follow the principles set out by The Pre-Emption Group in respect of the proportion of issued capital (excluding treasury shares) which may be allotted on the basis contemplated by resolutions 20 and 21, in each case as permitted in the PEG Statement of Principles 2022.

The power set out in resolution 20 would be limited to: (a) pre-emptive offers (including rights issues or other open offers) and to holders of other equity securities if required by the rights of those securities, or as the Board otherwise considers necessary; (b) otherwise, allotments or sales up to an aggregate nominal amount of £14,509,013 (representing 145,090,130 ordinary shares and approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 2 September 2024, being the latest practicable date prior to publication of this Notice); and (c) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under (b) above (so a maximum of 2% of issued share capital), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Part 2B of PEG Statement of Principles 2022.

Resolution 21 is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and specified capital investments as contemplated by the PEG Statement of Principles 2022. The power under resolution 21 is in addition to that proposed by resolution 20 and would be limited to: (a) allotments or sales of up to an aggregate nominal amount of £14,509,013 (representing 145,090,130 ordinary shares and an additional approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 2 September 2024, being the latest practicable date prior to publication of this Notice); and (b) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under (a) above (so a maximum of 2% of issued share capital), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Part 2B of the PEG Statement of Principles 2022.

The limits in resolutions 20 and 21 are in line with those set out in the PEG Statement of Principles 2022. The Directors have no present intention to exercise the powers sought by resolutions 20 or 21 other than in connection with the settlement of certain awards under the Redrow share incentive plans following completion of the Combination.

Explanatory notes on the resolutions continued

Resolutions 20 and 21 – Authority to disapply pre-emption rights continued

If the powers sought by resolutions 20 or 21 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the PEG Statement of Principles 2022 and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the PEG Statement of Principles 2022.

These authorities will, unless previously renewed, revoked or varied, expire on the earlier of the conclusion of the next Annual General Meeting of the Company and close of business on 23 January 2026.

Resolution 22 – Authority to purchase own shares

This resolution seeks to renew the authority for the Company to make market purchases of its own ordinary shares.

Authority is sought for the Company to purchase up to 145,090,138 of its ordinary shares, which represents approximately 10% of the Company's issued share capital (excluding treasury shares) as at 2 September 2024, being the latest practicable date prior to the publication of this Notice. Resolution 22 specifies the maximum and minimum price at which the Company may purchase its ordinary shares. The authority shall, unless previously renewed, revoked or varied, expire at the end of the Company's next Annual General Meeting after the resolution is passed or, if earlier, at the close of business on 23 January 2026.

The Directors have no present intention of exercising the general authority to make market purchases, but consider it to be desirable for this authority to be available to provide flexibility in the management of the Company's capital resources. The authority will in any case be exercised only if, in the opinion of the Directors, this will result in an increase in earnings per share and would be in the best interests of the Company and its shareholders generally, given the market conditions and the price prevailing at the time.

The Company may either retain any of its own shares which it has purchased as treasury shares with a view to possible reissue at a future date, or cancel them. The Company would consider holding any of its own shares that it purchases pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to reissue treasury shares quickly and cost effectively, and would provide the Company with additional flexibility in the management of its capital base.

The total number of outstanding share awards and options to subscribe for ordinary shares as at 2 September 2024, being the latest practicable date prior to the publication of this Notice, was approximately 24,496,660 representing approximately 1.69% of the issued share capital (excluding treasury shares) as at 2 September 2024. If the authority to buy back shares under this proposed resolution and the authority granted at the 2023 AGM were both exercised in full, the total number of outstanding share awards and options to subscribe for ordinary shares outstanding as at 2 September 2024 would, assuming no further ordinary shares are issued, represent 2.03% of the issued share capital (excluding treasury shares) as at 2 September 2024.

Resolution 23 – Notice of general meetings

This resolution seeks the approval of shareholders to replace a similar authority granted to the Directors at last year's Annual General Meeting to allow the Company to hold general meetings (other than Annual General Meetings) on 14 clear days' notice as required by the Companies (Shareholders' Rights) Regulations 2009 (the 'Regulations'). The shorter notice period would not be used as a matter of routine for such 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.

Note that the Regulations require that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must meet certain requirements for electronic voting to be made available to all shareholders for that meeting.

The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

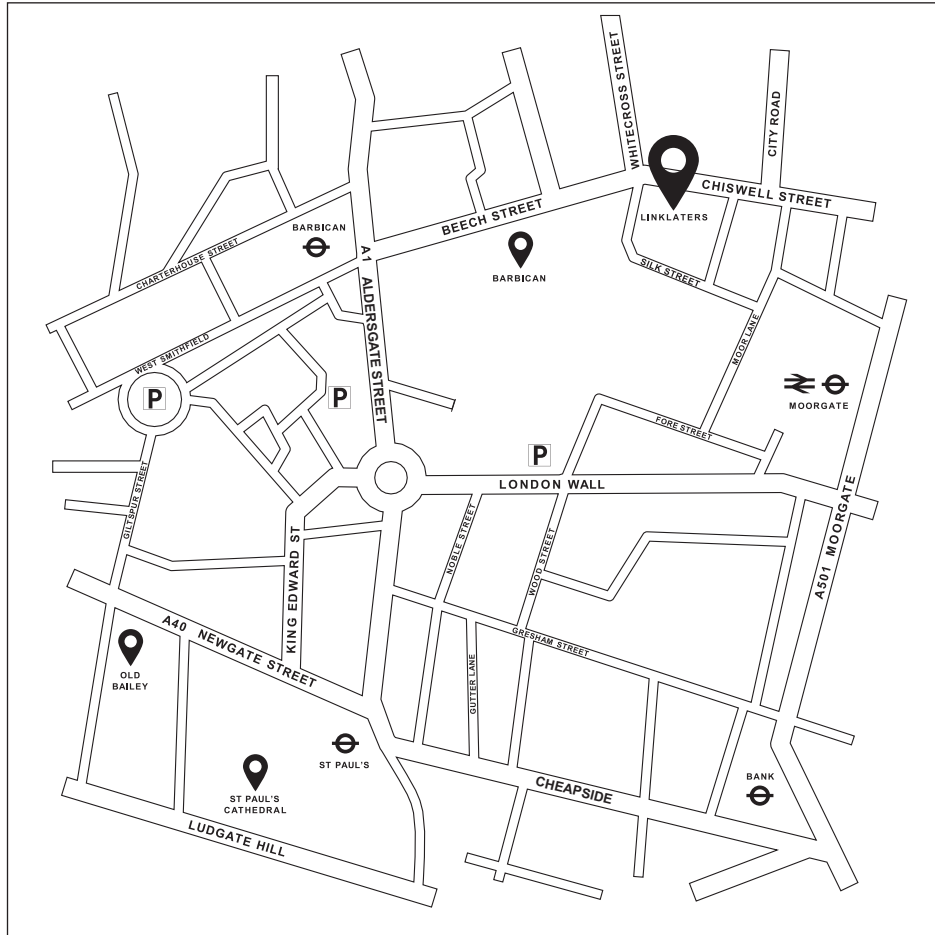
Issued share capital

All references to the Company's 'issued share capital' in the explanatory notes above are to the Company's issued share capital as at 2 September 2024, being the latest practicable date prior to the publication of this Notice, which was 1,450,901,381 ordinary shares.

As at 2 September 2024, the Company held no ordinary shares as treasury shares. The total voting rights in the Company as at 2 September 2024 were 1,450,901,381.

Directions to the Barratt Developments PLC AGM
to be held at

Linklaters LLP, One Silk Street, London EC2Y 8HQ, on Wednesday 23 October 2024 at 12 noon.



If you would prefer not to attend in person, you can view the live webcast. Details of how to join are set out in note 16 on page 8 of this Notice. Shareholders can send questions during the webcast or prior to the meeting by email to agmquestions@barrattplc.co.uk or by post to the Company Secretary at the registered office address below. Questions relating to the business of the AGM and which have been received before 5 p.m. on Wednesday 16 October 2024 will be answered by the Chair at the meeting. Answers to all questions received either before or at the AGM will be available on our website as soon as practicable after the AGM.

Visit us online
www.barrattdevelopments.co.uk

REGISTERED OFFICE

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