

## Notice of Annual General Meeting

### Dear shareholder,

#### Annual General Meeting (AGM)

The 2025 AGM of Taylor Wimpey plc (the Company) will be held in the Gerrards Suite at the Crowne Plaza Gerrards Cross, Oxford Road, Beaconsfield, HP9 2XE on Wednesday 30 April 2025 at 10:30am.

#### Attending the AGM

If you wish to attend and vote at the AGM in person, please bring your notice of availability with you. It will help to authenticate your right to attend, speak and vote, and will help us to register your attendance without delay.

For the safety and comfort of those attending the AGM, large bags, cameras, recording equipment and similar items will not be allowed into the building and in the interests of security, by attending the AGM you hereby agree to be searched, upon request, together with any bags and other possessions.

There is wheelchair access to the venue for shareholders who require it or those with reduced mobility. However, where required, attendees are strongly advised to bring their own carers to assist with their general mobility around the venue. Directions to the venue can be found on the reverse of your notice of availability.

Light refreshments comprising of tea, coffee and pastries will be available from 9:30am and after the end of the AGM.

#### How to vote

If you would like to vote on the resolutions in this Notice of Meeting but cannot attend the AGM either in person, or prefer to register your vote in advance, please register your proxy vote online at [www.signalshares.com](http://www.signalshares.com). In order for your proxy vote to count, our Registrar must receive your proxy form no later than 10:30am on Monday 28 April 2025. If you would like a proxy form, please contact our Registrar on +44 (0)371 664 0300 and they will send one in the mail for you to complete and return. 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 9:00am and 5:30pm, Monday to Friday excluding public holidays in England and Wales.

If you are a CREST member, register your vote through the CREST system by completing and transmitting a CREST proxy instruction as described in the procedural notes on pages 247 and 248. If you are an institutional investor you may also 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).

#### Shareholder questions

In the event that shareholders are unable to attend the AGM, shareholders are invited to submit questions by email to [CoSec@taylorwimpey.com](mailto:CoSec@taylorwimpey.com). Please provide any advance questions by 10:30am on Monday 28 April 2025. The questions will be answered by the Board during the AGM. The answers provided will be made available on the Company's website as soon as practicable following the conclusion of the AGM.

Should shareholders have further questions on the answers given to a question at the AGM, they may submit follow-up questions by email to [CoSec@taylorwimpey.com](mailto:CoSec@taylorwimpey.com).

#### Recommendation

Your Directors are of the opinion that the resolutions are in the best interests of the Company and its shareholders as a whole and recommend you to vote in favour of them. Each Director will be doing so in respect of all of their own beneficial shareholding.

Yours faithfully,



#### Ishaq Kayani

Group General Counsel and Company Secretary

This Notice of Meeting is important and requires your immediate attention. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from a stockbroker, solicitor, bank manager, accountant, or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Taylor Wimpey plc, please pass this document together with the 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. If you have sold or transferred part only of your holding of shares in the Company, please consult the person who arranged the sale or transfer.

## Notice of Annual General Meeting continued

### Notice of Annual General Meeting

Notice is hereby given of the ninetieth Annual General Meeting (the AGM) of the Company to be held on Wednesday 30 April 2025 at 10:30am in the Gerrards Suite at the Crowne Plaza Gerrards Cross, Oxford Road, Beaconsfield, HP9 2XE for the purposes set out below.

#### Ordinary business

##### Ordinary resolutions:

1. To receive the Directors' Report, Strategic Report, Directors' Remuneration Report, Independent Auditors' Report and Financial Statements for the year ended 31 December 2024.
2. To declare due and payable on 9 May 2025 a final dividend of 4.66 pence per ordinary share of the Company for the year ended 31 December 2024 to shareholders on the register at close of business on 28 March 2025.
3. To re-elect as a Director, Robert Noel.
4. To re-elect as a Director, Jennie Daly CBE.
5. To re-elect as a Director, Chris Carney.
6. To re-elect as a Director, Lord Jitesh Gadhia.
7. To re-elect as a Director, Irene Dörner.
8. To re-elect as a Director, Scilla Grimble.
9. To re-elect as a Director, Mark Castle.
10. To re-elect as a Director, Clodagh Moriarty.
11. To elect as a Director, Martyn Coffey.
12. To re-appoint PricewaterhouseCoopers LLP (PwC) as external Auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
13. Subject to the passing of resolution 12, to authorise the Audit Committee to determine the remuneration of the external Auditors on behalf of the Board.

14. That the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
  - a. up to a nominal amount of £11,800,203 (such amount to be reduced by any allotments or grants made under paragraph b below, in excess of £11,800,203); and
  - b. comprising equity securities (as defined in the Companies Act 2006) up to a nominal amount of £23,600,406 (such amount to be reduced by any allotments or grants made under paragraph a above) 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 Board otherwise considers necessary, and so the Board may impose any limits 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, such authorities to apply until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 29 July 2026) but, in each case, so that the Company may make offers and enter into agreements during this period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends; and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

##### Special resolutions:

15. That if resolution 14 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:
  - a. to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph b of resolution 14, by way of a rights issue only):
    - i. to ordinary shareholders in proportion (as nearly as 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,

## Notice of Annual General Meeting continued

and so that the Board may impose any limits 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 matters; and

- b. in the case of the authority granted under paragraph a of resolution 14 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 £3,540,061.
- 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 authority to be used only for the purposes of making a follow-on offer which the Board of the Company 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.

Such power to apply until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 29 July 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 treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

- 16. That if resolution 14 is passed, the Board be given the power in addition to any power granted under resolution 15 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority granted under paragraph a of resolution 14 and/or to sell ordinary 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 power to be:
  - a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3,540,061; such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and

- b. limited to the allotment of equity securities or sale of 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 authority 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.

Such power to apply until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 29 July 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 treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not ended.

- 17. That the Company be authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of the ordinary shares of 1 pence each of the Company (ordinary shares), provided that:
  - a. the maximum number of ordinary shares hereby authorised to be purchased shall be 354,006,117;
  - b. the minimum price (exclusive of expenses) which may be paid for ordinary shares is 1 pence per ordinary share;
  - c. the maximum price (exclusive of expenses) which may be paid for an ordinary share is the highest of:
    - i. an amount equal to 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 date on which such ordinary share is purchased; and
    - ii. the higher of the price of the last independent trade and the highest independent bid on the trading venues where the purchase is carried out;

## Notice of Annual General Meeting continued

- d. the authority hereby conferred shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company and 29 October 2026 unless such authority is renewed prior to such time; and
- e. the Company may make contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may purchase ordinary shares in pursuance of any such contracts, as if the authority conferred by this resolution had not expired.

### Special business

#### Ordinary resolutions:

18. That the Directors' Remuneration Report for the year ended 31 December 2024, as set out on pages 136 to 159 of the Annual Report and Accounts for the financial year ended 31 December 2024, be approved in accordance with Section 439 of the Companies Act 2006.
19. That in accordance with Sections 366 and 367 of the Companies Act 2006, the Company and all companies which are its subsidiaries when this resolution is passed are authorised to:
  - a. make political donations to political parties and/or independent election candidates not exceeding £250,000 in aggregate;
  - b. make political donations to political organisations other than political parties not exceeding £250,000 in aggregate; and
  - c. incur political expenditure not exceeding £250,000 in aggregate, during the period beginning with the date of passing this resolution and the conclusion of the next Annual General Meeting of the Company.

For the purposes of this resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings given by Sections 363 to 365 of the Companies Act 2006.

#### Special resolution:

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

By order of the Board



#### Ishaq Kayani

Group General Counsel and Company Secretary  
Taylor Wimpey plc  
Gate House  
Turnpike Road  
High Wycombe  
Buckinghamshire  
HP12 3NR  
Registered in England and Wales No. 296805

26 February 2025

## Notice of Annual General Meeting continued

### Explanatory notes to the resolutions

The notes on the following pages explain the proposed resolutions.

Resolutions 1 to 14, 18 and 19 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the vote cast must be in favour of the resolution. Resolutions 15 to 17 and 20 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Notwithstanding this, the Board is mindful of the Investment Association's Public Register which identifies any listed company that has received 20% or more votes against a resolution put up to shareholders. If such circumstance arose, the Board would adhere to the requirements under the 2024 UK Corporate Governance Code (the Code).

Voting on the resolutions at the AGM will be by way of a poll, rather than on a show of hands. This is a more transparent method of voting as shareholder votes are counted according to the number of shares held and this will ensure an exact and definitive result.

#### Ordinary business

##### Ordinary resolutions

Ordinary resolutions require more than half of the votes cast to be in favour.

##### Resolution 1: To receive the Annual Report and Financial Statements

English company law requires the Directors to lay the Financial Statements of the Company for the year ended 31 December 2024 and the reports of the Directors, namely the Strategic Report, Directors' Report, Directors' Remuneration Report, and Auditors' Report (the Annual Report); before a general meeting of the Company.

##### Resolution 2: To declare a final dividend

The Directors recommend the payment of a final dividend of 4.66 pence per ordinary share in respect of the year ended 31 December 2024. If approved at the AGM, the dividend will be paid on 9 May 2025 to shareholders who are on the Register of Members at the close of business on 28 March 2025.

##### Dividend Re-Investment Plan

Subject to shareholders approving the dividend as set out in resolution 2 at the AGM scheduled for 30 April 2025, the Company will be offering residents in the United Kingdom, Channel Islands or the Isle of Man a Dividend Re-Investment Plan (DRIP). The DRIP is provided and administered by the DRIP plan administrator, MUFG Corporate Markets Trustees (UK) Limited, which is authorised and regulated by the Financial Conduct Authority (FCA). The DRIP offers shareholders the opportunity to elect to invest cash dividends received on their ordinary shares, in purchasing further ordinary shares of the Company. These shares would be bought in the market, on competitive dealing terms.

The DRIP will operate automatically in respect of the final dividend for 2024 (unless varied beforehand by shareholders) and all future dividends, including any special dividends, until such time as you withdraw from the DRIP or the DRIP is suspended or terminated in accordance with its terms and conditions.

Shareholders are again reminded to check their position with regard to any dividend mandates that are in place, should you wish to either participate in the DRIP or to discontinue or vary any participation, as existing mandates will apply to all dividend payments (including special dividends) unless or until revoked.

##### CREST

For shares held in uncertificated form (CREST), please note that elections continue to apply only to one dividend and a fresh election must be made, via CREST, for each dividend.

Full details of the terms and conditions of the DRIP and the actions required to make or revoke an election, both in respect of ordinary dividends (i.e. in this case, the 2024 final dividend) and any special dividends, are available at [www.signalshares.com](http://www.signalshares.com) or on request from the Registrar, MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds, LS1 4DL, email: [drip.enquiries@cm.mpms.mufg.com](mailto:drip.enquiries@cm.mpms.mufg.com) or call +44 (0)371 664 0381. 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.

The Registrar is open between 9:00am and 5:30pm, Monday to Friday excluding public holidays in England and Wales.

##### Resolutions 3-11: Election and re-election of Directors

In accordance with the Code which states that all directors should be subject to annual election by shareholders, the Board has resolved that all Directors of the Company will retire and, being eligible, offer themselves for election or re-election, as appropriate, by shareholders at the AGM.



## Notice of Annual General Meeting continued

Details of the Directors' service contracts, remuneration, and interests in the Company's shares and other securities are given in the Directors' Remuneration Report to shareholders on pages 136 to 159 of this Annual Report and Accounts. Full biographical information concerning each Director can be found on pages 104 to 106 of the Annual Report and Account.

The following summary information is given in support of the Board's proposal for each Director standing for election or re-election, as appropriate.

### **Robert Noel – offers himself for re-election**

Robert has been a Non Executive Director since 1 October 2019; the Company's Senior Independent Director between 21 April 2020 and 27 April 2023; and the Board's Employee Champion between 26 April 2022 and 27 April 2023. Robert formally assumed the position of Chair on 27 April 2023. The Board is satisfied that he is independent in character and judgement in applying his expertise in chairing meetings of the Board and of the Nomination and Governance Committee, and that he will be able to allocate sufficient time to the Company to discharge his responsibilities effectively. Robert has experience as a Chair and as a Chief Executive of listed companies and has particularly deep property expertise which assists the Board in assessing large scale land opportunities.

### **Jennie Daly CBE – offers herself for re-election**

Jennie has been Chief Executive since 26 April 2022 following the conclusion of the AGM, having previously been the Group Operations Director since 20 April 2018.

### **Chris Carney – offers himself for re-election**

Chris has been the Group Finance Director since 20 April 2018.

### **Lord Jitesh Gadhia – offers himself for re-election**

Jitesh has been a Non Executive Director since 1 March 2021 and was appointed as the Company's Senior Independent Director with effect from 1 December 2024. The Board is satisfied that he is independent in character and judgement in applying his expertise at meetings of the Board, the Remuneration Committee (of which he was appointed Chair on 26 April 2022) and the Nomination and Governance Committee, and that he will be able to allocate sufficient time to the Company to discharge his responsibilities effectively, including as Senior Independent Director. Jitesh's executive and non executive experience and involvement in public affairs gives an additional perspective to the Board dynamic. He has extensive remuneration committee experience and serves as Chair of the Remuneration Committee of Compare The Market Limited and Rolls-Royce Holdings plc.

### **Irene Dorner – offers herself for re-election**

Irene was appointed as a Non Executive Director and Chair-Designate on 1 December 2019. Irene was the Company's Chair and Chair of the Nomination and Governance Committee from 26 February 2020 to 27 April 2023. Irene has strong leadership skills, coupled with deep commercial experience. On standing down as Chair in 2023, and in accordance with the Code, she became a non independent Non Executive Director and continues to provide an effective contribution to the Board and the Nomination and Governance Committee, and the further development of the Group's strong cultural principles.

### **Scilla Grimble – offers herself for re-election**

Scilla has been a Non Executive Director since 1 March 2021 and on 1 September 2024 was appointed Chair of the Audit Committee. The Board is satisfied that she is independent in character and judgement in applying her expertise at meetings of the Board, the Audit Committee and the Nomination and Governance Committee, and that she will be able to allocate sufficient time to the Company to discharge her responsibilities effectively. Scilla has significant financial, risk, technology and property experience. Scilla has detailed knowledge and experience of financial reporting for listed companies and therefore is considered by the Board to have the relevant skills and experience to chair the Audit Committee.

### **Mark Castle – offers himself for re-election**

Mark was appointed as a Non Executive Director on 1 June 2022, and was appointed as the Board's Employee Champion on 27 April 2023. The Board is satisfied that he is independent in character and judgement in applying his expertise at meetings of the Board, the Audit Committee, the Remuneration Committee and the Nomination and Governance Committee, and that he will be able to allocate sufficient time to the Company to discharge his responsibilities effectively. Mark brings significant operational experience in all aspects of the construction sector, including as Chief Operating Officer of Mace Group Limited until 2021.

### **Clodagh Moriarty – offers herself for re-election**

Clodagh was appointed as a Non Executive Director on 1 June 2022. The Board is satisfied that she is independent in character and judgement in applying her expertise at meetings of the Board, the Remuneration Committee, and the Nomination and Governance Committee, and that she will be able to allocate sufficient time to the Company to discharge her responsibilities effectively. Clodagh has extensive customer-focused experience across retail, strategy, digital transformation and e-commerce.



## Notice of Annual General Meeting continued

### Martyn Coffey – offers himself for election

Martyn was appointed as a Non Executive Director on 1 December 2024 and offers himself for election by shareholders to the Board. The Board is satisfied that he is independent in character and judgement in applying his expertise at meetings of the Board, the Audit Committee and the Nomination and Governance Committee, and that he will be able to allocate sufficient time to the Company to discharge his responsibilities effectively. Martyn brings a wealth of experience in the area of manufacturing for the building industry and of supply chains, having previously been the CEO of Marshalls Plc for over ten years and a Non Executive Director of Eurocell Plc for eight years.

The Board confirms that each of the above Directors (other than Martyn Coffey who joined recently) has during 2024 been subject to formal performance evaluation, details of which are set out in the Nomination and Governance Committee Report on pages 123 and 124, and that each continues to demonstrate commitment and is an effective member of the Board who is able to devote sufficient time in line with the Code to fulfil their role and duties.

### Resolution 12: Re-appointment of PwC as external Auditors of the Company

The Company is required to appoint external Auditors at each general meeting at which accounts are laid before the shareholders. It is therefore proposed that the external Auditors are appointed from the conclusion of the 2025 AGM until the conclusion of the next general meeting at which accounts are laid before shareholders. The Board recommends the re-appointment of PwC as the Company's external Auditors.

### Resolution 13: Authorisation of the Audit Committee to agree on behalf of the Board the remuneration of PwC as external Auditors

The Board seeks shareholders' authority for the Audit Committee to determine on behalf of the Board the remuneration of the external Auditors for their services. The Board has adopted a procedure governing the appointment of the external Auditors to carry out non-audit services, details of which are given in the Audit Committee report. Details of non-audit services performed by the external Auditors in 2024 are given in Note 6 on page 194 of the Annual Report.

### Resolution 14: Authority to allot shares

The Directors wish to renew the existing authority to allot unissued shares in the Company, which was granted at the Company's last AGM held on 23 April 2024 which is due to expire at the conclusion of this AGM. Accordingly, paragraph a of resolution 14 would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £11,800,203 (representing 1,180,020,300 ordinary shares). This amount represents approximately one third of the issued ordinary share capital of the Company as at 20 February 2025, the latest practicable date prior to publication of this Notice of Meeting.

In line with guidance issued by The Investment Association (The IA), paragraph b of resolution 14 would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £23,600,406 (representing 2,360,040,600 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph a of resolution 14. This amount (before any reduction) represents approximately two thirds of the issued ordinary share capital of the Company as at 20 February 2025, the latest practicable date prior to publication of this Notice of Meeting.

The Company holds 16,923,924 shares in treasury.

The authorities sought under paragraphs a and b of resolution 14 will expire at the earlier of 29 July 2026 and the conclusion of the next Annual General Meeting of the Company.

The Directors have no present intention to exercise either of the authorities sought under this resolution. However, if they do exercise the authorities, the Directors intend to follow The IA recommendations concerning their use (including as regards the Directors standing for re-election in certain cases).

### Special Resolutions

Special resolutions require at least three quarters of the votes cast to be in favour.

### Resolutions 15 and 16: Authority to dis-apply pre-emption rights

Resolutions 15 and 16 would give the Directors the power 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.



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The Company follows the principles set out by The Pre-Emption Group and has taken the opportunity to increase the proportion of issued capital (excluding treasury shares) which may be allotted on the basis contemplated by resolutions 15 and 16, in each case as permitted in 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 Pre-emption Principles).

The power set out in resolution 15 seeks to renew the Directors' power to allot shares or grant rights to subscribe for, or convert securities into, shares or sell treasury shares where they propose to do so for cash (other than pursuant to an employee share scheme) otherwise than to existing shareholders pro-rata to their holdings (i.e. non pre-emptively), as permitted by the Articles. The power will be limited to:

- a. the allotment of shares for cash in connection with a rights issue, to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders;
- b. the allotment of shares and treasury shares for cash up to an aggregate nominal value of £3,540,061 being approximately 10 percent of the issued ordinary share capital (excluding treasury shares) at 20 February 2025, the latest practicable date prior to publication of this Notice of Meeting; and
- c. the allotment of shares and treasury shares for cash up to an aggregate nominal value of £708,012, being approximately 2 percent of the issued ordinary share capital (excluding treasury shares) at 20 February 2025, the latest practicable date prior to publication of this Notice of Meeting, 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 Pre-emption Principles.

Resolution 16 is a special resolution which seeks to give the Directors power to make non-pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Pre-emption Principles. This power is intended to give the Directors flexibility in managing the Company's capital resources and is in addition to that proposed by resolution 15. It would be limited to allotments or sales of shares and treasury shares for cash up to:

- (i) an aggregate nominal value of £3,540,061, being approximately 10 percent of the issued ordinary share capital (excluding treasury shares) at 20 February 2025, the latest practicable date prior to publication of this Notice of Meeting; and

- (ii) an aggregate nominal value of £708,012, being approximately 2 percent of the issued ordinary share capital (excluding treasury shares) at 20 February 2025, the latest practicable date prior to publication of this Notice of Meeting, 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 Pre-emption Principles.

If given, these authorities will expire at the conclusion of the Annual General Meeting in 2026 or at the close of business on 29 July 2026, whichever is the earlier (unless previously renewed, varied or revoked by the Company in a general meeting).

The Board will continue to seek to renew these authorities at each Annual General Meeting in accordance with best practice.

### Resolution 17: Authority to make market purchases of shares

This resolution authorises the Company to make market purchases of its own ordinary shares as permitted by the Companies Act 2006.

Any purchases under this authority would be made in one or more tranches and would be limited in aggregate to 10% of the ordinary shares of the Company in issue at the close of business on 20 February 2025.

The minimum price (exclusive of expenses) which may be paid for an ordinary share is 1 pence per ordinary share. The maximum price to be paid on any exercise of the authority would not exceed the highest of:

- (i) 105% of the average of the middle market quotations for the Company's ordinary shares for the five business days immediately preceding the date of the purchase; and
- (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

Shares purchased pursuant to these authorities could be held as treasury shares, which the Company can re-issue quickly and cost-effectively, providing the Company with additional flexibility in the management of its capital base. The total number of shares held as treasury shares shall not at any one time exceed 10% of the Company's issued share capital. Accordingly, any shares bought back over the 10% limit will be cancelled. As at 20 February 2025, the Company holds 16,923,924 shares in treasury.

This is a standard resolution, sought by the majority of public listed companies at Annual General Meetings.



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The Board utilised this power during 2022 to return excess capital to its shareholders of £150 million through buying back 116.9 million shares, of which 25,000,000 were held in treasury and the remaining 91.9 million were cancelled. That share buyback is expected to benefit shareholders through the opportunity for increased future dividends per share on the remaining shares. The shares held in treasury have been and continue to be used for obligations of the Company in respect of its employee share schemes, and are currently being used to meet the exercise of Sharesave options and the vesting of Performance Share Plan awards, as described in more detail in Note 26 on page 215.

The Directors have no present intention of exercising this authority other than for the reasons stated above, but will keep the matter under review, and would do so only after careful consideration, taking into account market conditions, the cash reserves of the Company, the Company's share price, appropriate gearing levels, other investment opportunities and the overall financial position of the Company. The authority will be exercised only if the Board believe that to do so would result in an increase in earnings per share and would be likely to promote the success of the Company for the benefit of its shareholders as a whole.

The total number of options and conditional share awards to subscribe for ordinary shares outstanding as at the close of business on 20 February 2025 was 28,601,621, representing approximately 0.8% of the issued ordinary share capital of the Company as at that date and approximately 0.9% of the Company's issued ordinary share capital following any exercise in full of this authority to make market purchases.

This authority will last until the earlier of 29 October 2026 and the conclusion of the Company's next Annual General Meeting.

### Special business

#### Ordinary resolutions

Ordinary resolutions require more than half of the votes cast to be cast in favour.

#### Resolution 18: Approval of the Directors' Remuneration Report

The Remuneration Committee of the Board (the Committee) is seeking shareholders' approval of the Directors' Remuneration Report in resolution 18 which will be proposed as an ordinary resolution.

The Directors are required to prepare the Directors' Remuneration Report, comprising an annual report detailing the remuneration of the Directors, a statement by the Chair of the Committee and the Remuneration at a glance section. The Company is required to seek shareholders' approval in respect of the contents of this Report on an annual basis. This vote on the Directors' Remuneration Report is an advisory one only.

#### Resolution 19: Authority to make political donations

In order to comply with its obligations under the Companies Act 2006 and to avoid any inadvertent infringement of that Act, the Board wishes to renew its existing authority for a general level of political donation and/or expenditure. Resolution 19 seeks to renew the existing authority for the Company to make political donations and incur political expenditure.

The Companies Act 2006 requires this authority to be divided into three heads (as set out in resolution 19) with a separate amount specified as permitted for each. An amount not exceeding £250,000 for each head of the authority has been proposed. In accordance with the Companies Act 2006, resolution 19 extends approval to all of the Company's subsidiaries.

This authority will expire at the conclusion of the next Annual General Meeting of the Company unless renewal is sought at that meeting.

The Company and the Group do not make any donations to political parties or organisations and do not intend to going forward, but do support certain industry-wide bodies such as the Home Builders Federation in the UK. Whilst the Board does not regard this as political in nature, in certain circumstances such support together with donations made for charitable or similar purposes could possibly be treated as a donation to a political organisation under the relevant provisions of the Companies Act 2006. For example, a donation to a humanitarian charity which may also operate as a political lobby, sponsorship, subscriptions, paid leave to employees fulfilling public duties and payments to industry representative bodies could constitute a donation to a political organisation within the current definitions in the Companies Act 2006.

Details of the Company's and the Group's charitable donations appear on page 18 of the Annual Report and Accounts.

## Notice of Annual General Meeting continued

### Special resolution

Special resolutions require at least three quarters of votes cast to be in favour.

### Resolution 20: Notice of general meetings

The Companies (Shareholders' Rights) Regulations 2009 have increased the notice period required for general meetings of the Company to 21 clear days unless shareholders agree to a shorter notice period, which cannot be less than 14 clear days. At the last AGM, a resolution was passed approving the Company's ability to call general meetings (other than Annual General Meetings, which will continue to be held on at least 21 clear days' notice) on not less than 14 clear days' notice. As this approval will expire at the conclusion of this AGM, resolution 20 proposes its renewal. The shorter notice period of 14 clear days would not be used as a matter of routine for any general meeting, but only where the flexibility is merited by the business of a particular meeting and is thought to be to the advantage of shareholders as a whole. The renewed approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

Note that in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make available electronic voting to all shareholders in respect of that meeting.

### Procedural notes

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes which shareholders may cast), shareholders must be registered on the Register of Members of the Company by 6:00pm on Monday 28 April 2025 (or, in the event of any adjournment, on the date which is two working days before the time of the adjourned meeting).
2. As at 20 February 2025 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 3,556,985,103 ordinary shares, carrying one vote each. The Company holds 16,923,924 shares in treasury. Therefore, the total voting rights in the Company as at 20 February 2025 were 3,540,061,179.
3. A shareholder entitled to attend and vote at the AGM may appoint a proxy or proxies to exercise all or any of their rights at the AGM. A proxy need not be a shareholder of the Company. 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 holdings (the first-named being the most senior).
4. To be valid, any proxy appointment must be received by MUFG Corporate Markets at FREEPOST PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or, electronically via the internet at [www.signalshares.com](http://www.signalshares.com) or, if you are a member of CREST, via the service provided by Euroclear UK and International Limited at the electronic address provided in note 9, or via the Proximity platform in each case no later than 10:30am on Monday 28 April 2025. Please note that all proxy appointments received after this time will be void. A proxy appointment sent electronically at any time that is found to contain any virus will not be accepted.
5. If you require a paper proxy form, or if you require additional forms, please contact MUFG Corporate Markets, by email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com), 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 9:00am to 5:30pm, Monday to Friday excluding public holidays in England and Wales).
6. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 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. Such persons should direct any communications and enquiries to the registered holder of the shares by whom they were nominated and not to the Company or its Registrar.
7. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3 and 4 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by shareholders of the Company.
8. 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 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.

## Notice of Annual General Meeting continued

9. In order for a proxy appointment or instruction made using the CREST service to be valid, it must be properly authenticated in accordance with Euroclear UK and International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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 RA10) by 10:30am on Monday 28 April 2025. 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.
  10. 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.

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10:30am on Monday 28 April 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
  11. 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.
  12. Members meeting the threshold requirements set out in Section 527 of the Companies Act 2006 have the right to require the Company to publish on a website a statement setting out any matter relating to:
    - The audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the AGM; or
    - 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 Companies Act 2006.
- 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 Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's external Auditors 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 Companies Act 2006 to publish on a website.
13. Under Section 319A of the Companies Act 2006, shareholders have the right to ask questions at the AGM relating to the business of the AGM. 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:
    - (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
    - (ii) the answer has already been given on a website in the form of an answer to a question; or
    - (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
  14. Shareholders have the right to request information to enable them to determine that their vote on a poll was validly recorded and counted. If you require confirmation please contact MUFG Corporate Markets, by email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com), 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 9:00am to 5:30pm, Monday to Friday excluding public holidays in England and Wales).
  15. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at [www.taylorwimpey.co.uk/corporate](http://www.taylorwimpey.co.uk/corporate).
  16. Voting on all resolutions at this year's AGM will be conducted by way of a poll. The results of the poll will be announced via a Regulatory Information Service and made available at [www.taylorwimpey.co.uk/corporate](http://www.taylorwimpey.co.uk/corporate) as soon as practicable after the AGM.



## Notice of Annual General Meeting continued

17. A copy of the Company's Articles of Association will be available for inspection during normal business hours (excluding Saturdays, Sundays and public holidays) at the Company's registered office: Gate House, Turnpike Road, High Wycombe, Buckinghamshire, HP12 3NR from the date of this Notice until the close of the AGM.
18. The documents listed below are available for inspection at an agreed time at the Company's registered office. If you wish to inspect these documents, email [CoSec@taylorwimpey.com](mailto:CoSec@taylorwimpey.com) during normal business hours (excluding Saturdays, Sundays and public holidays). Copies of these documents will also be available before and during the AGM.
- Copies of the Executive Directors' service contracts.
  - Copies of the letters of appointment of the Chair of the Board and the Non Executive Directors.
  - A copy of the full Annual Report and Accounts of the Company for the year ended 31 December 2024, including the Directors' Remuneration Report referred to in resolution 18. This document is also available on our corporate website.
19. Personal data provided by shareholders at or in relation to the AGM (including names, contact details, votes and Investor Codes), will be processed in line with the Company's privacy policy which is available at [www.taylorwimpey.co.uk/privacy-policy](http://www.taylorwimpey.co.uk/privacy-policy).
20. Under sections 338 and 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company:
- to give, to shareholders of the Company entitled to receive notice of the Annual General Meeting, notice of a resolution which may properly be moved and is intended to be moved at that meeting, and/or
  - to include in the business to be dealt with at that meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless:
    - (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
    - it is defamatory of any person; or
    - it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must have been received by the Company no later than 18 March 2025, being the date six clear weeks before the Annual General Meeting, or if later, the time at which Notice of the Annual General Meeting is given and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.