

2021 Annual General Meeting

Dear Shareholder,

Annual General Meeting (AGM)

The 2021 AGM of Taylor Wimpey plc (the Company) will be held at the Company's registered office at Gate House, Turnpike Road, High Wycombe, Buckinghamshire, HP12 3NR on Thursday 22 April 2021 at 10:00am.

The safety and security of our shareholders and colleagues remains our priority. Even if the national lockdown has ended and the vaccination programme continues to progress well, the safety measures expected to be in place at the time of the AGM (as announced by the UK Government on 22 February 2021) would not permit two households mixing together indoors. In light of this, **shareholders will unfortunately not be permitted to attend the AGM in person**. The Company will ensure that the legal requirements to hold the AGM are met by the attendance of a minimum number of Director shareholders and / or employee shareholders.

Each year the Board looks forward to meeting our shareholders in person and considers it an important part of our shareholder engagement as it allows the Board to present the Company's strategy and performance to shareholders and also gives shareholders the opportunity to ask the Board questions.

In light of the fact that we are holding a closed meeting we are pleased to be able to provide an electronic facility for shareholders to follow the AGM remotely and submit questions to the Board on the business of the meeting, should they wish to do so. This can be done by accessing the AGM section of our website at www.taylorwimpey.co.uk/2021AGM and following the link to the audiocast on the day of the AGM.

You will then be prompted to enter your unique 11 digit 'Investor Code' (IVC), including any leading zeros, and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder. More information on how to join the AGM can be found on page 182.

Shareholders are also welcome to submit questions in advance of the meeting by email to CoSec@taylorwimpey.com. Please provide any advance questions by 10:00am on Tuesday 20 April 2021. A full transcript of the questions asked at the AGM and the answers provided will be made available on the Company's website as soon as practicable following the conclusion of the AGM.

How to vote

The Company's Articles of Association do not currently permit the Company to hold a hybrid meeting therefore shareholders will be unable to vote in real time at the AGM. As shareholders will not be permitted to attend the AGM this year, to ensure your vote is counted, you are encouraged to appoint the Chairman of the AGM as your proxy as early as possible by registering your vote online at: www.signalshares.com or returning your proxy form to our Registrar. In order for your vote to count, our Registrar must receive your vote by 10:00am on Tuesday 20 April 2021. Further information on how you can submit your proxy can be found on page 180 in this Notice.

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 180 to 181.

Voting on all resolutions will be by way of a poll. All valid proxy votes will be included in the poll to be taken at the AGM. The results of the vote will be announced on the Company's website and by a Regulatory Information Service as soon as practicable after the AGM.

Articles of Association

Whilst we hope that by the time of the 2022 AGM, large gatherings will once again be safe and permitted, the Board are seeking shareholder approval to adopt new, amended Articles of Association (the New Articles). Amongst other things, the amendments will facilitate the holding of 'hybrid' meetings which shareholders may attend and participate in via electronic means or in person. The amendments to allow such meetings are in line with best practice and are consistent with recent changes that have been proposed by other listed companies. Other changes are detailed in the explanatory note to resolution 22 and include provisions relating to untraced shareholders. The New Articles are available for inspection as set out on page 181 of this Notice.

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



Alice Marsden

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

Notice is hereby given of the eighty sixth Annual General Meeting (the AGM) of the Company to be held on 22 April 2021 at 10:00am at Gate House, Turnpike Road, High Wycombe, Buckinghamshire, HP12 3NR for the purposes set out below. Please note, no physical attendance is permitted.

Ordinary business

Ordinary resolutions:

1. To receive the Directors' Report, Strategic Report, Directors' Remuneration Report, Independent Auditor's Report and Financial Statements for the year ended 31 December 2020.
2. To declare due and payable on 14 May 2021 a final dividend of 4.14 pence per ordinary share of the Company for the year ended 31 December 2020 to shareholders on the register at close of business on 6 April 2021.
3. To re-elect as a Director, Irene Dörner.
4. To re-elect as a Director, Pete Redfern.
5. To re-elect as a Director, Chris Carney.
6. To re-elect as a Director, Jennie Daly.
7. To re-elect as a Director, Gwyn Burr.
8. To re-elect as a Director, Angela Knight CBE.
9. To re-elect as a Director, Robert Noel.
10. To re-elect as a Director, Humphrey Singer.
11. To elect as a Director, Lord Jitesh Gadhia.
12. To elect as a Director, Scilla Grimble.
13. To appoint PricewaterhouseCoopers LLP (PwC) as Auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
14. Subject to the passing of resolution 13, to authorise the Audit Committee to determine the remuneration of the Auditor on behalf of the Board.
15. 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 £12,152,284 (such amount to be reduced by any allotments or grants made under paragraph b below, in excess of £12,152,284); and
 - b. comprising equity securities (as defined in the Companies Act 2006) up to a nominal amount of £24,304,568 (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 21 July 2022) 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:

16. That if resolution 15 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 15, 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,
 - b. in the case of the authority granted under paragraph a of resolution 15 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 £1,822,842.

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

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 21 July 2022) 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.

Notes to the notice of Annual General Meeting continued

17. That if resolution 15 is passed, the Board be given the power in addition to any power granted under resolution 16 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority granted under paragraph a of resolution 15 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 to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,822,842; and
 - used only for the purposes of financing a transaction which the Board determines to be an acquisition or other 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 or for the purposes of refinancing such a transaction within six months of its taking place.
- 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 21 July 2022) 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.
18. 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:
- the maximum number of ordinary shares hereby authorised to be purchased shall be 364,568,532;
 - the minimum price (exclusive of expenses) which may be paid for ordinary shares is 1 pence per ordinary share;
 - the maximum price (exclusive of expenses) which may be paid for an ordinary share is the highest of:
 - 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
 - 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;
 - the authority hereby conferred shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company and 21 October 2022 unless such authority is renewed prior to such time; and
 - 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:**

19. That the Directors' Remuneration report for the year ended 31 December 2020, as set out on pages 98 to 120 of the Annual Report and Accounts for the financial year ended 31 December 2020, be approved in accordance with Section 439 of the Companies Act 2006.
20. 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:
- make political donations to political parties and / or independent election candidates not exceeding £250,000 in aggregate;
 - make political donations to political organisations other than political parties not exceeding £250,000 in aggregate; and
 - 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 resolutions:

21. 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.
22. To approve and adopt the draft Articles of Association in the form produced to the AGM and initialled by the Chairman of the meeting for the purpose of identification as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company, with effect from the conclusion of the AGM.

By order of the Board


Alice Marsden

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
1 March 2021

Explanatory notes to the resolutions

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 2020 and the reports of the Directors, namely the Strategic Report, Directors' Report, Directors' Remuneration Report, and Auditor's 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 4.14 pence per ordinary share in respect of the year ended 31 December 2020. If approved at the AGM, the dividend will be paid on 14 May 2021 to shareholders who are on the Register of Members at the close of business on 6 April 2021.

Dividend Re-Investment Plan

Subject to shareholders approving the dividend as set out in resolution 2 at the AGM scheduled for 22 April 2021, the Company will be offering a Dividend Re-Investment Plan (DRIP). The DRIP is provided and administered by the DRIP plan administrator, Link Market Services Trustees 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 2020 (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 the 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 2020 final dividend) and any special dividends, are available at www.signalshares.com or on request from the Registrar, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, email: shares@linkgroup.co.uk 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 3-12: Election of Directors

In accordance with the 2018 UK Corporate Governance Code (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 re-election by shareholders at the AGM. Jitesh Gadhia and Scilla Grimble will also offer themselves for election by shareholders at the AGM.

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 98 to 120 of the Annual Report. Full biographical information concerning each Director can be found on pages 64 and 65 of the Annual Report.

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

Irene Dorner – offers herself for re-election.

Irene was appointed as a Non Executive Director and Chairman-designate on 1 December 2019. Irene formally assumed the position of Chairman on 26 February 2020. Irene's strong leadership skills, coupled with her deep commercial experience, provides strong leadership of the Board; the effective independent challenge of the Non Executive Directors; and the further development of the Group's strong cultural principles.

Pete Redfern – offers himself for re-election.

Pete has been Chief Executive since July 2007 and was previously Group Chief Executive of George Wimpey Plc.

Chris Carney – offers himself for re-election.

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

Jennie Daly – offers herself for re-election.

Jennie has been the Group Operations Director since 20 April 2018.

Gwyn Burr – offers herself for re-election.

Gwyn has been an Independent Non Executive Director since 1 February 2018. The Board is satisfied that she is independent in character and judgement in applying her expertise at meetings of the Board and of the Remuneration Committee (which she chairs) and the Nomination and Governance Committee, and that she will be able to allocate sufficient time to the Company to discharge her responsibilities effectively. Gwyn's many years of experience in marketing and customer service align to key areas of the Group's strategy as it continues to be customer-focused in its operations.

Angela Knight CBE – offers herself for re-election.

Angela has been an Independent Non Executive Director since 1 November 2016. The Board is satisfied that she is independent in character and judgement in applying her expertise at meetings of the Board and of the Audit Committee, the Nomination and Governance Committee and the Remuneration Committee, and that she will be able to allocate sufficient time to the Company to discharge her responsibilities effectively. Angela's insight into the public sector gained through many years' experience as a Member of Parliament and in a variety of roles within HM Treasury offer the Board additional perspective in the key public sector area as it relates to housing and development activities.

Notes to the notice of Annual General Meeting continued

Robert Noel – offers himself for re-election.

Robert has been an Independent Non Executive Director since 1 October 2019. Rob became the Company's Senior Independent Director on 21 April 2020. The Board is satisfied that he is independent in character and judgement in applying his expertise at meetings of the Board and of 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. Rob is an experienced CEO and has particularly deep property expertise which assists the Board in assessing large scale land opportunities.

Humphrey Singer – offers himself for re-election.

Humphrey has been an Independent Non Executive Director since 9 December 2015. The Board is satisfied that he is independent in character and judgement in applying his expertise at meetings of the Board and of the Audit Committee (which he Chairs) and the Nomination and Governance Committee, and that he will be able to allocate sufficient time to the Company to discharge his responsibilities effectively. Humphrey's detailed knowledge and experience of financial reporting by major listed companies makes him well-qualified to hold to account the external auditor and properly assess the Group's internal audit and control processes.

Lord Jitesh Gadhia - offers himself for election.

Jitesh was appointed to the Board as an Independent Non Executive Director on 1 March 2021. The Board is satisfied that he is independent in character and judgement and will be able to allocate sufficient time to the Company to discharge his responsibilities effectively. Jitesh's executive and non executive experience and involvement in public affairs will bring an additional perspective to the Board dynamic.

Scilla Grimble – offers herself for election.

Scilla was appointed to the Board as an Independent Non Executive Director on 1 March 2021. The Board is satisfied that she is independent in character and judgement and will be able to allocate sufficient time to the Company to discharge her responsibilities effectively. Scilla's significant financial, risk, technology and property experience enhance the Board's skill set.

The Board confirms that each of the above Directors has recently been subject to formal performance evaluation (with the exception of Scilla and Jitesh who had not been appointed at the time of the Board Evaluation), details of which are set out in the Nomination and Governance Committee report in the Annual Report on pages 80 to 89, and that each continues to demonstrate commitment and to be an effective member of the Board able to devote sufficient time in line with the Code to fulfil their role and duties.

Resolution 13: Appointment of PwC as Auditor of the Company

The Company is required to appoint auditors at each general meeting at which accounts are laid before the shareholders. It is therefore proposed that the Auditor is appointed from the conclusion of the 2021 AGM until the conclusion of the next general meeting at which accounts are laid before shareholders. Following the transparent and robust tender process for the appointment of our external Auditor during 2020, as detailed on pages 94 to 96, the Board recommends the appointment of PwC as the Company's Auditor.

Resolution 14: Authorisation of the Audit Committee to agree on behalf of the Board the remuneration of PwC as Auditor

The Board seeks shareholders' authority for the Audit Committee to determine on behalf of the Board the remuneration of the external Auditor for their services. The Board has adopted a procedure governing the appointment of the external Auditor 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 Auditor in 2020 are given in Note 6 on page 143 of the Annual Report.

Resolution 15: 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 Annual General Meeting held on 23 April 2020 which is due to expire at the conclusion of this AGM. Accordingly, paragraph a of resolution 15 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 £12,152,284 (representing 1,215,228,400 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 26 February 2021, 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 15 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 £24,304,568 (representing 2,430,456,800 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph a of resolution 15.

This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 26 February 2021, the latest practicable date prior to publication of this Notice of Meeting.

The Company does not hold any shares in treasury.

The authorities sought under paragraphs a and b of resolution 15 will expire at the earlier of 21 July 2022 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 a 75% majority of votes cast to be cast in favour.

Resolutions 16 and 17: Authority to dis-apply pre-emption rights

Resolutions 16 and 17 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.

The power set out in resolution 16 would be, similar to previous years, limited to: (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares, or as the Board otherwise considers necessary, or (b) otherwise up to an aggregate nominal amount of £1,822,842 (representing 182,284,200 ordinary shares).

This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 26 February 2021, the latest practicable date prior to publication of this Notice.

In respect of the power under resolution 16b, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three year period where the Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders.

Resolution 17 is intended to give the Company flexibility to make non pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Pre-emption Group's Statement of Principles. The power under resolution 17 is in addition to that proposed by resolution 16 and would be limited to allotments or sales of up to an aggregate nominal amount of £1,822,842 (representing 182,284,200 ordinary shares) in addition to the power set out in resolution 16. This aggregate nominal amount represents an additional 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 26 February 2021, the latest practicable date prior to publication of this Notice.

The powers under resolutions 16 and 17 will expire at the earlier of 21 July 2022 and the conclusion of the next Annual General Meeting of the Company.

Resolution 18: Authority to make market purchases of shares

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 26 February 2021.

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, and provides the Company with additional flexibility in the management of its capital base. The total number of shares held as treasury 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. The Company currently holds no shares in treasury.

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

The Board's current intention of utilising this authority is generally limited to acquiring shares for the various share scheme arrangements. Although the Board will continue to keep the matter under review, the Board would only consider a more formal share purchase programme if it would result in an increase in earnings per share and was in the best interests of shareholders generally, having regard to all relevant circumstances.

The total number of options and conditional share awards to subscribe for ordinary shares outstanding as at the close of business on 26 February 2021 was 42,510,244, representing approximately 1.2% of the issued ordinary share capital of the Company as at that date and approximately 1.3% 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 21 October 2022 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 19: 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 19, 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 and a statement by the Chair of the Committee. The Company is required to seek shareholders' approval in respect of the contents of this Report on an annual basis (excluding the part containing the Directors' Remuneration Policy, which was approved by shareholders at the Company's 2020 AGM when it was proposed for its latest three-yearly vote). This vote on the Directors' Remuneration Report is an advisory one only.

Resolution 20: 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 20 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 20) 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 20 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 36 of the Annual Report.

Special resolution

Special resolutions require at least a 75% majority of votes cast to be cast in favour.

Resolution 21: 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 21 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

Notes to the notice of Annual General Meeting continued

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 in respect of that meeting make available electronic voting to all shareholders.

Resolution 22: Amendment to the Company's Articles of Association
Resolution 22 seeks to adopt the New Articles which reflect changes in both market practice and legal and regulatory requirements. In particular, the proposed amendments will facilitate hybrid meetings by enabling shareholders to participate via electronic means or in person. The intended purpose and effect of the major amendments are set out below.

Untraced shareholders

The New Articles amend the position in relation to untraced shareholders. Rather than requiring the Company to take out two newspaper advertisements, the New Articles require the Company to use reasonable efforts to trace the shareholder in question and to inform the shareholder by way of a notice to their last known address.

These changes reflect best practice and provide the Company with appropriate flexibility in connection with locating untraced shareholders.

Operation of general meetings

The New Articles contain specific provisions to clarify that the Company can hold hybrid general meetings (including annual general meetings) and to set out how such meetings are to be conducted. Under the New Articles, the Company may hold hybrid general meetings in such a way that enables members to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility. Voting at hybrid meetings will, by default, be decided on a poll. Hybrid meetings may be adjourned in the event of a technological failure.

The New Articles allow the Company, where appropriate, to make changes to the arrangements for general meetings (including the introduction, change or cancellation of electronic facilities) after notice of the meeting has been issued. The New Articles also explicitly allow the Company to introduce health and safety arrangements at its meetings.

These changes were introduced to provide the Board greater flexibility to align with technological advances, changes in investor sentiment and evolving best practice, particularly in light of the COVID-19 pandemic and the uncertain duration of social distancing measures and restrictions on gatherings. The Board believes that hybrid meetings will allow for greater shareholder and stakeholder engagement over the coming years in a way that is more convenient for all parties. Absent exceptional circumstances, members of the Board intend to continue the practice of attending general meetings of the Company in person.

The New Articles also specifically refer to the possibility of satellite / multi-venue meetings, such as the use of overflow rooms. Satellite meetings are legally valid even without such a provision but it has been added for clarity.

These changes are primarily contained in articles 49, 50, 53, 56, 57, 59 and 60 in the New Articles.

Gender neutrality

As part of the Company's continued support of gender diversity, all references to gender have been made neutral throughout the New Articles.

General

Other changes which are of a minor, technical or clarifying nature or which have been made to remove provisions in the Current Articles which duplicate English company law are not noted.

Procedural notes

- 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 20 April 2021 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting).
- As at 26 February 2021 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consisted of 3,645,685,322 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 26 February 2021 were 3,645,685,322.
- 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). As shareholders will not be permitted to attend the AGM this year, to ensure their votes are counted shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy.
- To be valid, any proxy appointment must be received by Link Group at PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, or, if you want to use an envelope the address to use is FREEPOST PXS, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL or, electronically via the internet at www.signalshares.com or, if you are a member of CREST, via the service provided by Euroclear UK and Ireland Limited at the electronic address provided in note 9, in each case no later than 10:00am on 20 April 2021. 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.
- If you require a paper proxy form, or if you require additional forms, please contact Link Group, by email at enquiries@linkgroup.co.uk, or by telephone on +44 (0)371 664 0300 (calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00am to 5:30pm, Monday to Friday excluding public holidays in England and Wales).
- 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.
- 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.
- 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.

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 Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). 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 10:00am on 20 April 2021. 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.
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. Under Section 527 of the Companies Act 2006 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:
 - 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
 - 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 Auditor not 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. For further information on how shareholders can ask questions at the AGM see page 182.
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 Link Group, by email at enquiries@linkgroup.co.uk, or by telephone on +44 (0)371 664 0300

(calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 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.
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 as soon as practicable after the AGM.
17. A copy of the Company's current Articles of Association and the New Articles (along with a marked up copy to show the proposed changes) will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at the Company's registered office: Gate House, Turmpike Road, High Wycombe, Buckinghamshire, HP12 3NR and on the Company website at www.taylorwimpey.co.uk/2021AGM from the date of this Notice until the close of the AGM. The New Articles will also be available for inspection at the AGM at least 15 minutes prior to the start of the meeting and up until the close of the meeting.
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 during normal business hours on any weekday (excluding public holidays). Copies of these documents will also be available on the audiocasting facility before and during the AGM.
 - Copies of the Executive Directors' service contracts.
 - Copies of the letters of appointment of the Chairman of the Board and the Independent Non Executive Directors.
 - A copy of the full Annual Report and Financial Statements of the Company for the year ended 31 December 2020, including the Directors' Remuneration Report referred to in resolution 19. This document is also available on our website at www.taylorwimpey.co.uk/corporate
19. Personal data provided by shareholders at or in relation to the AGM (including names, contact details, votes and Shareholder Reference Numbers), will be processed in line with the Company's privacy policy which is available at www.taylorwimpey.co.uk/privacy-policy.

Notes to the notice of Annual General Meeting continued

How to join the meeting

In light of the fact that we are holding a closed meeting we are pleased to be able to provide an electronic facility for shareholders to follow the AGM remotely and submit questions to the Board on the business of the meeting, should they wish to do so. This can be done by accessing the AGM section of our website at www.taylorwimpey.co.uk/2021AGM and following the link to the audiocast on the day of the AGM.

Once you have followed the link, you will then be prompted to enter your unique 11 digit 'Investor Code' (IVC), including any leading zeros, and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your share certificate, or Signal Shares users (www.signalshares.com) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link Group, our Registrar, by calling +44 (0)371 277 1020. Lines are open from 9:00am to 5:30pm Monday to Friday, 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.

Access to the AGM will be available 30 minutes before the start of the AGM, although you will not be able to submit questions until the meeting is declared open.

If you wish to appoint a proxy and for them to attend the AGM via the electronic facility on your behalf, please submit your proxy appointment in the usual way, before contacting Link Group no later than 5:30pm on 20 April 2021 on +44 (0)371 277 1020 in order to obtain their IVC and PIN.

If your shares are held within a nominee and you wish to attend the AGM via the electronic facility, you will need to contact your nominee as soon as possible. Your nominee will need to have completed a corporate letter of representation and presented this to Link Group, our Registrar, no later than 72 hours before the start of the meeting in order that they can obtain your unique IVC and PIN to enable you to attend the electronic meeting.

Audiocast

The electronic meeting will be broadcast in audio format with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceedings of the meeting on your device, as well as being able to see the slides of the meeting (which will include the resolutions to be put forward to the meeting), these slides will progress automatically as the meeting progresses.

Questions

Questions will be invited during the meeting when formally announced by the Chairman. Shareholders attending electronically may ask questions via the website by submitting their question in writing via the Q&A box which is found underneath the speaker details on the left hand side of the player. Once you have typed your question please click the 'Submit' button.

Shareholders are also welcome to submit questions in advance of the meeting by email to CoSec@taylorwimpey.com. Please provide any advance questions by 10:00am on Tuesday 20 April 2021.

A full transcript of the questions asked at the AGM and the answers provided will be made available on the Company's website as soon as practicable following the conclusion of the AGM.

Requirements

An active internet connection is required at all times in order to allow you to join the meeting and submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.