

Shareholder Information

Notes to the Notice of Meeting

Notes

1. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes which shareholders may cast), shareholders must be registered in the Register of Members of the Company at 6.00 pm on 27 April 2010 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Shareholders then on the Register of Members shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant Register of Members after that deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
2. As at 2 March 2010 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 3,197,132,281 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 2 March 2010 were 3,197,132,281.
3. If you are a shareholder of the Company at the time and date set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf at the meeting. Shareholders may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company but must attend the Annual General Meeting to represent you. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Registrars on 0871 664 0391.
4. To be valid any proxy form or other instrument appointing a proxy must be received by post to Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, or (during normal business hours only) by hand at Capita Registrars, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, or, if you prefer, electronically via the internet at www.taylorwimpeyplc.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 11.00 am on 27 April 2010. All forms of proxy received after this time will be void. A form of proxy sent electronically at any time that is found to contain any virus will not be accepted.
5. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as further described in notes 8 and 9 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
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 him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she 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.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's 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 11.00 am on 27 April 2010. 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. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.
12. Any corporation which is a member can appoint one or more corporate

Shareholder Information

Notes to the Notice of Meeting continued

representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

13. 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 Web site a statement setting out any matter relating to:
- (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
 - (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such Web site 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 Web site 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 Web site. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a Web site.
14. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting 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 Web site 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 meeting that the question be answered.
15. A copy of this Notice, and other information required by s311A of the Companies Act 2006, can be found at www.taylorwimpeyplc.com.
16. The outcome of voting on all Resolutions will be announced at the Annual General Meeting and to the market and published on our Web site at www.taylorwimpeyplc.com.

17. Voting on all resolutions at this year's Annual General Meeting will be conducted by way of a poll, rather than on a show of hands. The Board believes that a poll is more representative of shareholders' voting intentions because it gives as many shareholders as possible the opportunity to have their votes counted (whether their votes are tendered by proxy in advance of, or in person at, the Annual General Meeting). The results of the poll will be announced via a Regulatory News Service and made available at www.taylorwimpeyplc.com as soon as practicable after the Annual General Meeting.

APPENDIX 1: EXPLANATORY NOTES TO THE RESOLUTIONS

ORDINARY BUSINESS ORDINARY RESOLUTIONS

Resolution 1: To receive the annual reports and accounts

English company law requires the Directors to lay the annual accounts of the Company for the year ended 31 December 2009 and the reports of the Directors and Auditors before a general meeting of the Company.

As a result of the difficult trading year outlined in the Annual Report and Accounts, the Directors do not recommend the payment of any final dividend in respect of the year ended 31 December 2009.

Resolutions 2 to 5: Election of Directors

The Company's Articles of Association provide that:

- any Director appointed since the previous Annual General Meeting shall retire from office and may seek election; and
- each year any Director who held office at the time of the two preceding Annual General Meetings and did not retire at either of them is required to retire from office by rotation and may seek re-election.

In addition, the Combined Code on Corporate Governance requires each Director to seek re-appointment at least every three years.

The following Directors will therefore retire from office, and all being eligible, will offer themselves for election or re-election (as appropriate):

- 1) Sheryl Palmer (appointed by the Board since the last Annual General Meeting);
- 2) Rob Rowley (appointed by the Board since the last Annual General Meeting);
- 3) Katherine Innes Ker (retires by rotation in accordance with the Articles of Association and seeks re-election); and
- 4) Pete Redfern (retires by rotation in accordance with the Articles of Association and seeks re-election).

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 41 to 50 of the Report and Accounts. Biographical information concerning each Director is on pages 32 and 33 of the Report and Accounts.

The following information is given in support of the Board's proposal for the election or re-election (as appropriate) of these Directors:

Sheryl Palmer

Sheryl was appointed a Director on 5 August 2009. Sheryl is President and Chief Executive Officer of our North American Housing business, Taylor Morrison, a position she has held since shortly after the merger. She has also been responsible for our Canadian Housing business, Monarch, since August 2007. Prior to joining the Group, she held a number of senior positions within the North American housebuilding industry which give her considerable experience of the industry and will bring greater depth to the Board's understanding of this important area of the Group's operations.

Rob Rowley – Independent Non Executive Director

Rob was appointed a Director on 1 January 2010. He chairs the Audit Committee and is a member of the Remuneration and Nomination Committees. He was previously a director of Reuters Plc, deputy chairman of Cable and Wireless plc and a non executive director of Prudential plc and Taylor Nelson Sofres plc. He is a non executive director of Liberty International plc and moneysupermarket.com where he also chairs their respective Audit Committees.

Katherine Innes Ker – Independent Non Executive Director

Katherine was appointed a Director in July 2001. She chairs the Corporate Responsibility Committee and is a member of the Nomination and Remuneration Committees. Prior to the

merger, she was a Non Executive Director of Bryant Group PLC until its acquisition by Taylor Wimpey in March 2001 and was shortly thereafter invited to join the Taylor Wimpey Board. She chaired Taylor Wimpey's Remuneration Committee from 29 January 2004 to 2 July 2007, a position she relinquished following the merger. Katherine has considerable experience as a financial analyst in the media sector and is a non executive director of St. Modwen Properties PLC. She was previously Chairman of Shed Media plc and a non executive director of the Ordnance Survey.

Pete Redfern – Group Chief Executive

Pete was appointed a Director and Group Chief Executive in July 2007. He currently has full responsibility for the UK Housing division. He is also a member of the Corporate Responsibility and Nomination Committees. Pete was a Director and Group Chief Executive of George Wimpey Plc prior to the merger. He was previously Finance Director of Rugby Cement and successively Finance Director, Managing Director and Chief Executive of George Wimpey's UK Housing business.

The Board confirms that each of the Directors proposed for election or re-election has recently been subject to formal performance evaluation, details of which are set out in the Corporate Governance Report, and that each continues to demonstrate commitment and to be an effective member of the Board.

Resolution 6: Re-appointment of Deloitte LLP ('Deloitte') as auditors of the Company and authorisation of the Audit Committee to agree their remuneration on behalf of the Board

In accordance with English company law, the Company is required to appoint auditors at each general meeting at which accounts are laid before the shareholders. It is therefore being proposed that the auditors are appointed from the conclusion of the 2010 Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before shareholders.

During 2007, following the merger, a competitive tender for future external audit work was carried out and resulted in Deloitte being confirmed as external auditors to the Company. The Board recommends the re-appointment of Deloitte as the Company's auditors and also seeks shareholders' authority for the Audit Committee to determine on behalf

of the Board the remuneration of Deloitte for their services. The Board has adopted a procedure governing the appointment of Deloitte to carry out non-audit services, details of which are given in the Corporate Governance Report. Details of non-audit services performed by Deloitte in 2009 are given on page 37 of the Report and Accounts.

Resolution 7: Authority to allot shares

Your Directors wish to renew the existing authority to allot new shares in the Company, which was granted at the Company's General Meeting held on 27 May 2009 and is due to expire at the conclusion of this Annual General Meeting. Accordingly, Paragraph (A) of resolution 7 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 £10,657,107 (representing 1,065,710,700 ordinary shares of 1 pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 2 March 2010, the latest practicable date prior to publication of this Notice of Meeting.

In line with guidance issued by the Association of British Insurers, paragraph (B) of resolution 7 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 £21,314,215 (representing 2,131,421,520 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of resolution 7. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 2 March 2010, the latest practicable date prior to publication of this Notice of Meeting.

The authorities sought under paragraphs (A) and (B) of resolution 7 will expire at the earlier of 28 July 2011 and the conclusion of the annual general meeting of the Company held in 2011.

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 ABI recommendations concerning their use (including as regards the Directors standing for re-election in certain cases).

SPECIAL RESOLUTIONS

Resolution 8: Authority to dis-apply pre-emption rights

The Board wishes to renew the existing authority from shareholders to allot shares or sell any shares held in treasury for cash otherwise than to existing shareholders pro rata to their holdings. Resolution 8, which will be proposed as a special resolution and therefore requires a 75% majority of votes to be cast in favour, would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be, similar to previous years, limited to 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 otherwise up to an aggregate nominal amount of £1,598,566 (representing 159,856,600 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 2 March 2010, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, 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% should not take place without prior consultation with shareholders.

The authority will expire at the earlier of 28 July 2011 and the conclusion of the Annual General Meeting of the Company held in 2011.

Resolution 9: 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 per cent of the ordinary shares in issue at the close of business on 2 March 2010.

The maximum price to be paid on any exercise of the authority would not exceed 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. Shares purchased pursuant to these authorities will be held as treasury shares, which the Company can re-issue quickly and cost-effectively, and provides

Shareholder Information

Notes to the Notice of Meeting continued

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 per cent of the Company's issued share capital. Accordingly, any shares bought back over the 10% limit will be cancelled.

The total number of options, conditional share awards and warrants to subscribe for ordinary shares outstanding as at the close of business on 2 March 2010 was 73,738,167, representing approximately 2.3% of the issued ordinary share capital of the Company as at that date and approximately 2.6% of the Company's issued ordinary share capital following any exercise in full of this authority to make market purchases.

The Company has warrants over 57,748,002 Ordinary Shares, representing 0.02% of the Company's ordinary issued share capital as at close of business on 2 March 2010. If the authority given by resolution 9 were to be fully used, these would represent 1.64% of the Company's ordinary issued share capital at that date.

This authority will last until the conclusion of the Company's Annual General Meeting in 2011 or, if earlier, 28 October 2011.

This is a standard resolution, sought by the majority of public listed companies. The Board has no current intention of utilising this authority but nevertheless feels it appropriate to seek renewal at the Annual General Meeting in order to preserve the flexibility to manage its capital base.

SPECIAL BUSINESS

Ordinary Resolutions

Resolution 10: Approval of the Directors' Remuneration Report for the year ended 31 December 2009

The Directors' Remuneration Report for the year ended 31 December 2009 has been prepared in accordance with Sections 420 and 421 of the Companies Act 2006. Section 439 of said Act requires the Company to give shareholders notice of an ordinary resolution approving the Directors' Remuneration Report. The Directors' Remuneration Report is on pages 41 to 50 of the Report and Accounts. The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives. The vote on the Remuneration Report has advisory status in respect of the remuneration policy and overall remuneration packages and is not specific to individual levels of remuneration.

Resolution 11: Authority to make political donations

In order to comply with its obligations under the Companies Act 2006 and to avoid any inadvertent infringement of the Companies Act 2006, the Board wishes to renew its existing authority for a general level of donation. Resolution 11 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 with a separate amount specified as permitted for each. We have specified an amount not exceeding £250,000 for each head of the authority. In accordance with the Companies Act 2006, Resolution 11 extends approval to all of the Company's subsidiaries.

This authority will last until the conclusion of the Annual General Meeting of the Company in 2011, unless renewal is sought at that meeting.

The Company and the Group have not made any donations to political parties since the resolution passed at the previous Annual General Meeting and it is not our policy to do so in the future. Nevertheless, the Companies Act 2006 defines political organisations very widely and, as a result, in certain circumstances, donations made for charitable or similar purposes could possibly be treated as a donation to a political organisation. 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.

Details of charitable donations appear on page 53 of the Report and Accounts.

SPECIAL RESOLUTIONS

Resolution 12: Notice of general meetings

This Resolution is required to reflect the implementation in August 2009 of the Shareholders' Rights Directive. The regulations implementing this Directive have increased the notice period for general meetings of the Company to 21 days unless shareholders agree to a shorter notice period, which cannot be less than 14 clear days. At the 2009 Annual General Meeting, a resolution was passed approving the Company's ability to call general meetings (other than Annual General Meetings) on not less than 14 clear days' notice. As this approval will expire at the conclusion of this Annual General Meeting, Resolution 12 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 the changes to the Companies Act 2006 mean 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 13: Adoption of New Articles of Association

It is proposed in Resolution 13 to adopt new Articles of Association (the 'New Articles') in order to update the Company's current Articles of Association (the 'Current Articles') primarily to take account of the coming into force of the Companies (Shareholders' Rights) Regulations 2009 (the 'Shareholders' Rights Regulations') and the implementation of the last parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in Appendix II below. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 and the Shareholders' Rights Regulations or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills have not been noted in Appendix II. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 106 of this document.

APPENDIX II: EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum.

The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further, the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 13(i) confirms the removal of these provisions for the Company. As the effect of this Resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

Change of name

Under the Companies Act 1985, a company could only change its name by special resolution. Under the Companies Act 2006 a company is able to change its name by other means provided for by its articles of association. To take advantage of this provision, the New Articles enable the Directors to pass a resolution to change the Company's name.

No change of name is envisaged or proposed and this power would not be exercised by the Board without very careful consideration and due process and only where it is in the best interests of shareholders to do so.

Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they

can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles of association the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead, provided they are so authorised by the company's articles of association. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares, but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles of association to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves, as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006, a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles of association to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

Use of seals

Under the Companies Act 1985, a company required authority in its articles of association to have an official seal for use abroad. Under the Companies Act 2006, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a Director and the Secretary or two Directors or such other person or persons as the Directors may approve.

Suspension of registration of share transfers

The Current Articles permit the Directors to suspend the registration of transfers. Under the Companies Act 2006 share

transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

Vacation of office by Directors

The Current Articles specify the circumstances in which a Director must vacate office. The New Articles update these provisions to treat physical illness in the same manner as mental illness.

Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles remove provisions in the Current Articles dealing with proxy voting on the basis that these are dealt with in the Companies Act 2006 and contain a provision clarifying how the provision of the Companies Act 2006 giving a proxy a second vote on a show of hands should apply to discretionary authorities.

Adjournments for lack of quorum

Under the Companies Act 2006, as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The New Articles reflect this requirement.

Voting record date

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations the Company must determine the right of members to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The New Articles reflect this requirement.

General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.