

## Shareholder Information

# Notice of Meeting

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 (the 'Company'), 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 ordinary shares in the Company, please consult the person who arranged the sale or transfer.

Notice is hereby given of the seventy fifth Annual General Meeting of the Company to be held on 29 April 2010 at 11.00 am at The British Medical Association, BMA House, Tavistock Square, London, WC1H 9JP for the following purposes:

### ORDINARY BUSINESS

#### Ordinary Resolutions:

- 1 To receive the Reports of the Directors and the Auditors and the Accounts for the year ended 31 December 2009.
- 2 To elect as a Director, Sheryl Palmer who was appointed as a Director of the Company by the Board since the last Annual General Meeting.
- 3 To elect as a Director, Rob Rowley who was appointed as a Director of the Company by the Board since the last Annual General Meeting.
- 4 To re-elect as a Director, Katherine Innes Ker who retires by rotation as a Director of the Company in accordance with the Articles of Association.
- 5 To re-elect as a Director, Pete Redfern who retires by rotation as a Director of the Company in accordance with the Articles of Association.
- 6 To re-appoint Deloitte LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company, and authorise the Audit Committee to fix their remuneration on behalf of the Board.
- 7 That the Board be 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 £10,657,107 (such amount to be reduced by the nominal amount of any equity securities (as defined in the Companies Act 2006) allotted under paragraph (B) below in excess of £10,657,107) and

(B) comprising equity securities up to a nominal amount of £21,314,215 (such amount to be reduced by any shares and rights to subscribe for or convert any security into shares allotted 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 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 matter,

such authorities to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 28 July 2011) but, in each case, so that the Company may make offers and enter into agreements during the relevant 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:

- 8 That, if resolution 7 is passed, the Board be given the power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or where the allotment is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, free of the restriction in section 561(1) of the Companies Act 2006, such power to be limited:

(A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (B) of resolution 7, by way of a rights issue only):

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary,

and so that the Board may impose any limits 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; and

(B) in the case of the authority granted under paragraph (A) of resolution 7 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, to the allotment (otherwise than under paragraph (A) above) of equity securities up to a nominal amount of £1,598,566,

such power to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 28 July 2011), but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

- 9 That the Company be authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of the ordinary shares of one penny each of the Company ('ordinary shares'), provided that:

(A) the maximum number of ordinary shares hereby authorised to be purchased shall be 319,713,228;

(B) the minimum price which may be paid for ordinary shares is one penny per ordinary share;

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(C) the maximum price (exclusive of expenses) which may be paid for an ordinary share is 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;

(D) the authority hereby conferred shall expire at the earlier of the conclusion of the Annual General Meeting of the Company in 2011 and 28 October 2011 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:

10 To approve the Directors'

Remuneration Report for the year ended 31 December 2009.

11 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 ending at the conclusion of the Annual General Meeting of the Company in 2011.

For the purposes of this Resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political

organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Companies Act 2006.

##### Special Resolutions:

12 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.

13 That:

(A) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and

(B) the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

##### Action to be taken

If you wish to attend and vote at the Annual General Meeting in person, please bring with you the attendance card accompanying this document and retain it until the end of the Meeting. It will authenticate your right to attend, speak and vote, and will help us to register your attendance without delay. Registration will be available from 9.30 am on the day of the Meeting. For the safety and comfort of those attending the Meeting, large bags, cameras, recording equipment and similar items will not be allowed into the building. The Meeting will commence at 11.00 am and light refreshments will be available from 10.00 am and also after the conclusion of the Meeting. There is wheelchair access to the venue for shareholders who require it or those with reduced mobility. However, attendees are strongly advised to bring their own carers to assist with their general mobility around the venue. An induction loop system operates in the meeting room. Directions to the venue can be found on the back of your attendance card.

If you would like to vote on the Resolutions but cannot come to the Annual General Meeting, please fill in the proxy form sent to you with this Notice and return it to our registrars as soon as possible. They must receive it by no later than 11.00 am on 27 April 2010. If you prefer, you can submit your proxy

electronically either via the internet at [www.capitashareportal.com](http://www.capitashareportal.com) or, if you are a CREST member, through the CREST system by completing and transmitting a CREST proxy instruction as described in the notes below this Notice of Meeting.

##### Recommendation

Your Directors are of the opinion that the resolutions to be proposed at the Annual General Meeting are in the best interests of shareholders as a whole and recommend you to vote in favour of them. Each Director will be doing so in respect of his or her own beneficial shareholding.

##### Inspection of documents

The following documents will be available for inspection at the Company's registered office, 80 New Bond Street, London W1S 1SB, during normal business hours from the date of this Notice of Meeting until the date of the Annual General Meeting and at The British Medical Association, BMA House, Tavistock Square, London WC1H 9JP from 15 minutes before the Annual General Meeting until it ends:

- copies of the Executive Directors' service contracts;
- copies of letters of appointment of the Non Executive Directors; and
- a copy of the proposed new Articles of Association of the Company, and a copy of the existing Memorandum and Articles of Association marked to show the changes being proposed in Resolution 13.

A copy of the full Annual Report and Financial Statements for the year ended 31 December 2009, including the Directors' Remuneration Report referred to in Resolution 10, is also available on our Web site [www.taylorwimpeyplc.com](http://www.taylorwimpeyplc.com)

##### By Order of the Board



##### James Jordan

Group Company Secretary  
and General Counsel

Taylor Wimpey plc  
Registered Office:  
80 New Bond Street  
London  
W1S 1SB

(Registered in England and Wales  
under number 296805)

2 March 2010