

## 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, bank manager, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

Notice is hereby given that the seventy fourth Annual General Meeting of Taylor Wimpey plc (the 'Company') will be held on 19 June 2009 at 11.00 am at The Royal College of Physicians, 11 St Andrews Place, Regent's Park, London NW1 4LE, for the following purposes:

#### ORDINARY BUSINESS

##### Ordinary resolutions:

- 1 To receive the Report of Directors and Accounts together with the Auditors' Report for the year ended 31 December 2008.
- 2 To elect as a Director, Chris Rickard who was appointed as a Director of the Company by the Board since the last Annual General Meeting.
- 3 To re-elect as a Director, Norman Askew who retires by rotation as a Director of the Company in accordance with the Articles of Association.
- 4 To re-elect, as a Director, Mike Davies who retires by rotation as a Director of the Company in accordance with the Articles of Association.
- 5 To re-appoint Deloitte LLP (previously named Deloitte & Touche 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.
- 6 That the Board be and it is hereby generally and unconditionally authorised in substitution for any previous authority or authorities to exercise all powers of the Company:
  - (i) to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to but not exceeding a maximum aggregate nominal amount of £88,797,189 during the period commencing on the date of passing this Resolution and expiring at the conclusion of the Annual General Meeting of the Company in 2010 save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Board may allot relevant securities in pursuance of such offers or agreements as if the authority conferred by this Resolution had not expired, and further
  - (ii) to allot equity securities (within the meaning of Section 94 of the said Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £88,797,189 provided that this authority shall expire on the date of the next Annual General Meeting of the Company

after the passing of this resolution save that the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

##### Special resolutions:

- 7 That subject to the passing of Resolution 6, the Board be and it is hereby empowered, pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) for cash pursuant to the authority conferred by the previous Resolution and/or where such allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of the Companies Act 1985 as if sub-section (1) of Section 89 of the Companies Act did not apply to any such allotment, provided that this power shall be limited:
  - (i) to the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders (excluding any shareholder holding shares as treasury shares) where the equity securities respectively attributable to the interests of such ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them (subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever); and
  - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £14,478,725; and shall expire at the conclusion of the Annual General Meeting of the Company in 2010, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Board may allot equity securities in pursuance of such offers and agreements as if the power conferred by this Resolution had not expired.
- 8 That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 25 pence each of the Company ('ordinary shares'), provided that:
  - (i) the maximum number of ordinary shares hereby authorised to be purchased shall be 115,829,920;
  - (ii) the minimum price which may be paid for ordinary shares is 25 pence per ordinary share;
  - (iii) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 105 per cent 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;

- (iv) the authority hereby conferred shall expire at the earlier of the conclusion of the Annual General Meeting of the Company in 2010 and 18 December 2010 unless such authority is renewed prior to such time save that 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:

- 9 To approve the Directors' Remuneration Report for the year ended 31 December 2008.
- 10 That in accordance with Section 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;
  - (c) Incur political expenditure not exceeding £250,000 in aggregate

during the period beginning with the date of passing this Resolution and ending on 18 December 2010 or, if sooner, at the conclusion of the Annual General Meeting of the Company in 2010.

For the purposes of this Resolution the terms 'political donation', '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 resolution:

- 11 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

## Explanation of Resolutions

### Ordinary Business

#### Ordinary Resolutions

##### Resolution 1: To receive the annual accounts

English company law requires the Directors to lay the annual accounts of the Company for the year ended 31 December 2008 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 2008.

##### Resolutions 2 to 4: Election of Directors

The current Articles of Association provide that:

- any Director appointed since the previous Annual General Meeting shall retire from office and may seek election;
- each year the nearest whole number to one third (but not exceeding one third), of the Board of Directors (excluding Directors appointed since the previous Annual General Meeting) are 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) Chris Rickard appointed by the Board since the last Annual General Meeting;
- 2) Norman Askew retires by rotation in accordance with the Articles of Association and seeks re-election;
- 3) Mike Davies retires by rotation in accordance with the Articles of Association and seeks re-election.

Details of 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 44 to 52 of the Report and Accounts. Biographical information concerning each Director is on pages 34 and 35 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:

##### Chris Rickard – Group Finance Director

Chris was appointed Group Finance Director on 16 October 2008. Chris qualified as an accountant and was an Audit Manager with PwC, leaving in 1986 to work in industry. Most recently he held the position of Group Finance Director at Whatman Group plc, leaving the business when it was sold to GE Healthcare in April 2008. He has extensive experience of working in the capital intensive manufacturing and services industries, having previously held the position of Group Finance Director at VT Group plc, Weir Group plc and Meggitt plc.

##### Norman Askew – Chairman

Norman was appointed a Director and Chairman on 29 July 2003. He also chairs the Nomination Committee

and is a member of the Corporate Responsibility Committee. His current appointments include the Chairmanship of IMI plc and of the Board of Governors of the University of Manchester.

##### Mike Davies – Independent Non Executive Director

Mike was appointed a Director on 13 October 2003. He is also a member of the Audit, Remuneration and Nomination Committees. He is Chairman of The Royal Mint, Manchester Airports Group and Marshalls plc and a non executive director of Pendragon plc. He was formerly a director of Williams Holdings plc.

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 5: 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 2009 Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before shareholders. During the year, Deloitte LLP changed its name from Deloitte & Touche LLP.

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 2008 are given on page 41 of the Report and Accounts.

##### Resolution 6: Authority to allot shares

The Board wishes to renew the existing authority to allot relevant securities under the provisions of Section 80 of the Companies Act 1985. It also proposes that it be granted a new, additional authority to allot securities in connection with a rights issue, to allow it, in such circumstances, to meet the proposed accelerated timeline for such issues proposed in the recommendations of the Rights Issue Review Group. Each authority would apply for the period commencing on the passing of this Resolution and ending at the Annual General Meeting of the Company in 2010. It is proposed, in respect of Section 80 allotments, to authorise the Board to allot ordinary shares up to a maximum of £88,797,189 in nominal value (equivalent to 355,188,756 ordinary shares), representing approximately 33.3 per cent of the existing issued ordinary share capital of the Company excluding 92,732,927 treasury shares as at the close of business on 21 April 2009.

It is also proposed, in respect of rights issue allotments, to authorise the Board to allot ordinary shares up to a maximum of £88,797,189 in nominal value (equivalent to 355,188,756 ordinary shares), representing approximately 33.3 per cent of the existing issued ordinary share capital of the Company excluding 92,732,927 treasury shares as at the close of business on 21 April 2009. The Company held 92,732,927 shares in treasury (representing approximately 8.7 per cent of the issued ordinary share capital of the Company excluding treasury shares) as at the close of business on 21 April 2009.

### Special Resolutions

#### Resolution 7: Authority to dis-apply pre-emption rights

The Board wishes to renew the existing authority permitting the Board to allot equity securities for cash for the purpose of a rights issue, open offer or any other pre-emptive offer (including the sale of any ordinary shares held in treasury) to shareholders and otherwise up to £14,478,725 in nominal value (equivalent to 57,914,900 ordinary shares). This represents approximately 4.99 per cent of the Company's issued ordinary share capital as at the close of business on 21 April 2009. The authority would also enable the Board in the event of a rights issue, open offer or other pre-emptive offer to make adjustments to deal with overseas shareholders, fractional entitlements and other legal or practical problems. The authority will expire at the conclusion of the Annual General Meeting of the Company in 2010.

#### Resolution 8: Authority to make market purchases of shares

In last year's Annual Report, we reported that given the uncertainty of the UK housing market, the Board had decided to suspend the buyback programme until conditions improve. The Board will continue to review the phasing and pace of the buyback programme in light of market conditions. Accordingly, the Board wishes to renew its existing authority to purchase its ordinary shares in the market. Any purchases under the 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 21 April 2009. The authority will enable the Company to continue with the share buyback programme announced on 6 August 2007 as and when the Board determines that it is appropriate to do so. Since the announcement of the programme, the Company has purchased a total of 94,799,880 shares for an aggregate consideration of £249,989,801.

The maximum price to be paid on any exercise of the authority would not exceed 105 per cent 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 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 per cent limit will be cancelled. Following the purchases made pursuant to the shareholder authority granted on 29 May 2007,

## Shareholder Information

### Notice of meeting continued

and renewed at the Annual General Meeting on 17 April 2008 the Company currently holds a total of 92,732,927 shares in treasury (representing 8.7 per cent of its issued share capital).

The total number of options to subscribe for ordinary shares outstanding as at the close of business on 21 April 2009 was 46,996,702, representing approximately 4.4 per cent of the issued ordinary share capital of the Company (excluding treasury shares) as at that date and approximately 4.5 per cent 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 18 December 2010 and the conclusion of the Company's Annual General Meeting in 2010, unless renewal was sought by further resolution at that meeting.

### Special Business

#### Ordinary Resolutions

##### Resolution 9: Approval of the Directors' Remuneration Report for the year ended 31 December 2008

The Directors' Remuneration Report for the year ended 31 December 2008 has been prepared in accordance with Schedule 7A to the Companies Act 1985 ('the Companies Act'). Section 241A of the Companies Act requires the Company to submit the report to shareholders for their approval by way of an ordinary resolution for its approval to be put to shareholders and voted on at a general meeting of the Company before which the annual accounts for the financial year are to be laid. The Directors' Remuneration Report is on pages 44 to 52 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 10: 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 10 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, meaning that Resolution 10 would authorise the Company and its subsidiaries together to incur expenditure/make donations of up to £750,000 in aggregate. In accordance with the Companies Act 2006, Resolution 10 extends approval to all of the Company's subsidiaries.

This authority will last until the earlier of 18 December 2010 and the conclusion of the Company's Annual General Meeting in 2010, unless renewal was sought by further resolution 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. It is not our policy to do so in the future and we have no present intention of making any significant political donations in the UK. Nevertheless, the Companies Act 2006 defines political organisations very widely and, as a result, in certain circumstances, donations made for charitable or similar purposes may now be treated as a donation to a political organisation. For example, a donation to a humanitarian charity which operates as a political lobby, sponsorship, subscriptions, paid leave to employees fulfilling public duties and payments to industry representative bodies may constitute a donation to a political organisation within the current definitions.

Details of charitable donations appear on page 38 of the Report and Accounts.

### Special Resolution

#### Resolution 11: Notice of general meetings

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings (other than an Annual General Meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 11 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

### By Order of the Board



James Jordan

Group Company Secretary and General Counsel  
Taylor Wimpey plc  
80 New Bond Street  
London W1S 1SB  
30 April 2009

Registered in England and Wales  
Registration No. 296805

### Action to be taken

Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's Registrars, Capita Registrars, Proxy Department, P. O. Box 25, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and in any event so as to be received no later than 48 hours before the time appointed for the Annual General Meeting, that is no later than 11.00 am on 17 June 2009. The completion and submission of a form of proxy will not prevent you from attending and voting in person if you so wish.

Your vote is important. The Board requests that all shareholders exercise their right to vote.

Shareholders entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend and vote in their place. A proxy need not be a shareholder of the Company. The completion and return of a form of proxy does not prevent a shareholder from attending and voting at the meeting in person. To vote, you can either:

- register your vote on-line at [www.capitashareportal.com](http://www.capitashareportal.com);
- complete and return the form of proxy sent to shareholders with the Chairman's letter, advising them that the Company's Annual Report had been posted on the Company's Web site;
- complete and return the form of proxy enclosed with this Annual Report for shareholders who elected to continue to receive such documents in hard copy;
- use the service provided by Euroclear UK and Ireland Limited for members of CREST;
- attend and vote at the Annual General Meeting in person; or
- have your proxy attend the Annual General Meeting on your behalf.

When submitting a form of proxy, you can cast your vote 'For' or 'Against' the resolutions or use the 'Vote Withheld' option. 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.taylorwimpey.com](http://www.taylorwimpey.com). Shareholders whose shares are held in CREST may use the CREST electronic appointment service to retrieve resolutions and submit proxy instructions. Please refer to the CREST manual for further information on CREST procedures, limitations and system timings.

### Beneficial holders of shares with 'information rights'

Section 325 Companies Act 2006 (the 'Act') does not confer on persons nominated to receive information rights under Section 146 of the Act, the right to appoint proxies. Such persons who have received a copy of this Notice of Meeting are hereby informed, in accordance with Section 149 (2) of the Act, that they may have a right under an agreement with the registered member by whom they were nominated, to be appointed, or to have someone else appointed, as a proxy for the Annual General Meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Such persons should contact the registered member by whom they were nominated in respect of these arrangements.

### 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 shareholdings.

### Attendance and voting

As a shareholder of Taylor Wimpey plc, you have the right to attend and vote at the Annual General Meeting. As at 21 April 2009 the Company's issued share capital consisted of 1,158,299,201 ordinary shares carrying one vote each. The total voting rights of the Company as at 21 April 2009 were 1,065,566,274.

Please bring with you the accompanying attendance card 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. 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 do not wish, or are unable, to attend, you may appoint either the Chairman of the Meeting or someone else of your choice to act on your behalf and to vote in the event of a poll. That person is known as a 'proxy'. You are advised to use the enclosed form of proxy to appoint a proxy or to vote electronically as outlined above and in more detail on the enclosed form of proxy.

A proxy need not be a shareholder and may attend and vote on behalf of the shareholder who appointed him or her.

At the Meeting, the proxy can act for the member he or she represents. This includes the right to join in or demand a poll, and to vote on a show of hands. The proxy is also valid for any adjournment of the Meeting.

Please tick the appropriate box alongside each resolution on the form of proxy to indicate whether you wish your votes to be cast 'for', or 'against', or whether you wish to withhold your vote from, that resolution. Unless you give specific instructions on how to vote on a particular resolution, your proxy will be able, at his or her discretion, either to vote 'for' or 'against' that resolution or to withhold your vote.

Before posting the form to the Registrar, please check that you have signed it. In the case of joint holders, either or any one of you may sign it.

As stated above, the forms of proxy must be received in the offices of the Registrar no later than 11.00 am on 17 June 2009. Any form of proxy received after this time will be void.

In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that (i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as a corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

### Notes:

- i. A member entitled to attend and vote at this Meeting may appoint a proxy to attend and vote instead of him or her. A member may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The proxy need not be a member of the Company.
- ii. A form of proxy sent electronically that is found to contain any virus will not be accepted.
- iii. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the Register of Members of the Company at 6.00 pm on 17 June 2009 shall be entitled to attend or 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 time shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
- iv. Copies of the following documents are available for inspection at the registered office of the Company during usual business hours on weekdays (Saturdays and public holidays excepted) up to and including the date of the Annual General Meeting and at the place of the meeting 15 minutes prior to and until the close of the meeting:
  - (a) Register of the interests of each Director in the shares and other securities of the Company;
  - (b) Executive Directors' contracts of service;
  - (c) Non Executive Directors' letters of appointment;
- v. A copy of the full Annual Report and Financial Statements for the year ended 31 December 2008, including the Remuneration Report referred to in Resolution 9, is also available on our Web site [www.taylorwimpey.com](http://www.taylorwimpey.com).