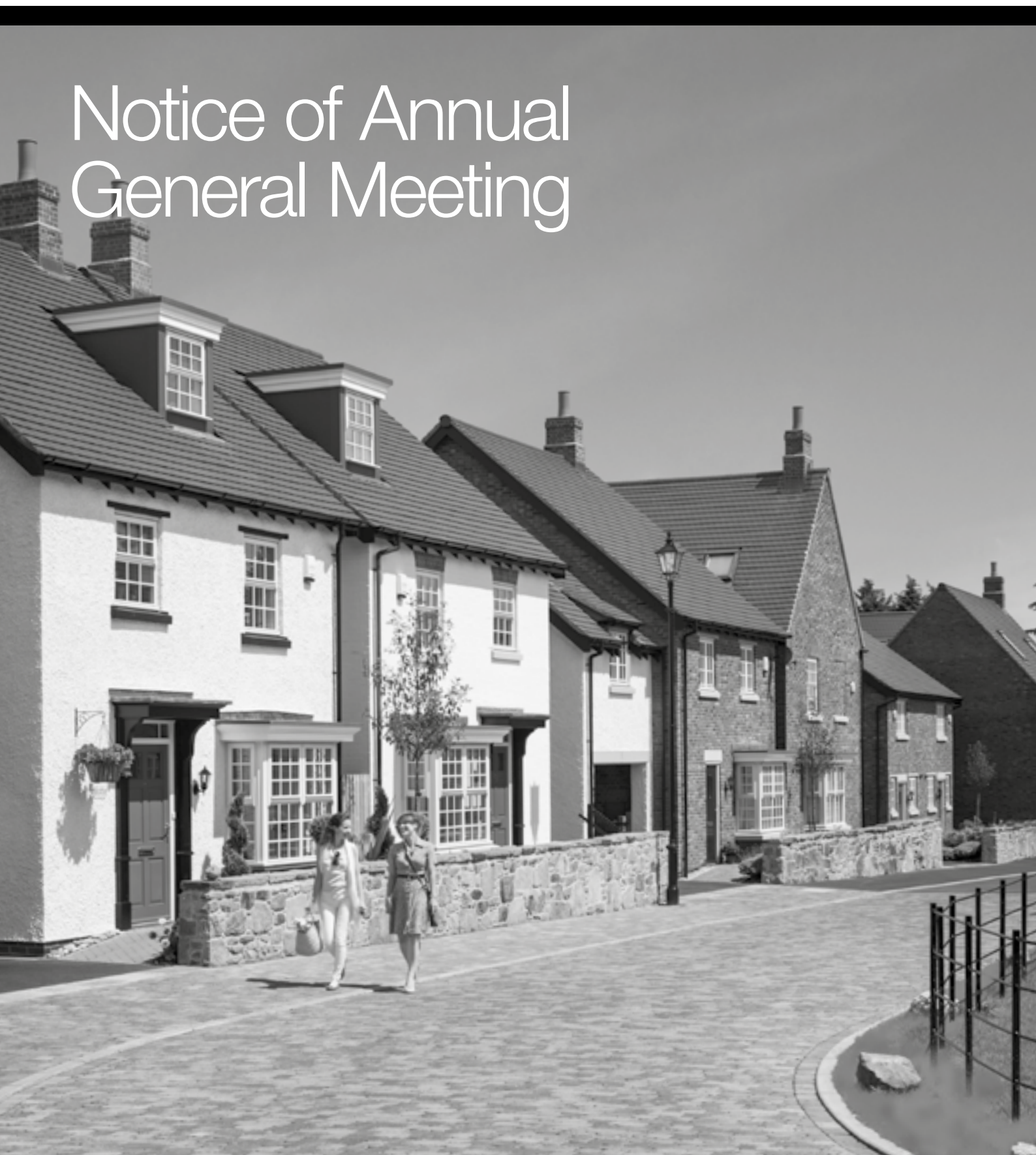




BARRATT
DEVELOPMENTS PLC

To be held on Wednesday 12 November 2014

Notice of Annual General Meeting





BARRATT

DEVELOPMENTS PLC

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 as soon as possible.

If you have sold or otherwise transferred all of your shares in Barratt Developments PLC, please pass this document to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass this document to the person who now holds the shares.

29 September 2014

To the holders of ordinary shares in Barratt Developments PLC (the 'Company')

Dear Shareholder,

Annual General Meeting 2014

I am pleased to enclose the notice for the fifty-sixth annual general meeting (the 'AGM') of the Company. The AGM will be held at **2.30 p.m. on Wednesday 12 November 2014 at The Royal College of Physicians, 11 St Andrews Place, London NW1 4LE**. For directions please see the map on the last page of this document.

The notice convening the AGM (the 'Notice') is set out on pages 4 to 7. The explanatory notes for the business to be transacted at the AGM are set out on pages 8 to 11 of this document.

2014 Annual Report and Accounts

The Annual Report and Accounts for the year ended 30 June 2014 are also enclosed. A resolution to receive and consider the reports of the auditor and directors and the accounts for the year ended 30 June 2014 is included in the business of the AGM (Resolution 1).

Election and Re-election of Directors

Our Articles of Association require that any director appointed by the Board must retire at the first annual general meeting following their appointment and certain of the current directors must retire at each annual general meeting dependent on the length of their service and the period that has elapsed since their last re-election. However, in accordance with the requirements of the UK Corporate Governance Code and in order to increase accountability, each of the directors will once again retire at this year's AGM and, with the exception of myself, will stand for election or re-election by shareholders. I therefore ask you to support the election or re-election (as applicable) of each of the directors, who have all confirmed their intention to offer themselves for election or re-election at the AGM. Biographical details for each director can be found on page 9 of this document and pages 44 and 45 of the 2014 Annual Report and Accounts.

As announced on 11 March 2014, after six years' service I will be stepping down from my position as Chairman of the Company with effect from the conclusion of the AGM. John Allan, who joined the Board as a Non-Executive Director and Chairman Designate on 1 August 2014, will, subject to election by shareholders, succeed me as Chairman of the Company.

Dividend for the 2013/14 financial year

The Board recognises the importance of both capital growth and dividend income to our existing and potential shareholders. In accordance with its progressive dividend policy, to achieve a target dividend cover of around three times, an interim dividend of 3.2 pence per share was paid on 20 May 2014 to those shareholders on the register as at 22 April 2014. The Board is also proposing to recommend a final dividend of 7.1 pence per share for the financial year ended 30 June 2014 (the 'Final Dividend'). If the Final Dividend is approved, the total dividend for the financial year ended 30 June 2014 will be 10.3 pence per share. A resolution to approve the payment of the Final Dividend to shareholders on the register at the close of business on 31 October 2014 is included in the business of the AGM (Resolution 4).

The Company will once again be offering a Dividend Re-Investment Plan, details of which can be found on page 8 of this document.

Attendance at the AGM and Appointment of Proxies

If you wish to attend the AGM in person, please bring the attendance card accompanying the Notice with you. This will authenticate your right to attend, speak and vote at the AGM and assist us to register your attendance without delay. If you are unable to attend, you may wish to appoint a proxy (or proxies) to attend and vote on your behalf by following the notes in the Notice and the instructions in the enclosed Form of Proxy and returning such form, so as to be received by the Company's registrar no later than 2.30 p.m. on Monday 10 November 2014. Alternatively you may vote online at www.capitashareportal.com and CREST members may choose to utilise the CREST voting service. Full details are set out in the notes to the Notice on pages 6 and 7 of this document.

Voting at the AGM

Voting on each of the resolutions to be put to the forthcoming AGM will, once again, be taken by a poll, rather than on a show of hands. The Company continues to believe that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account. The results of the poll will be announced through a Regulatory Information Service and will be available on the Company's website as soon as practicable following the conclusion of the meeting.

Recommendation

Your Board believes that each of the resolutions contained in the Notice is in the best interests of the Company and its shareholders as a whole and recommends you to vote in favour of them, as your directors intend to do in respect of their own beneficial shareholdings.

Yours faithfully,

Bob Lawson
Chairman
Barratt Developments PLC

Registered Office:
Barratt House, Cartwright Way,
Forest Business Park, Bardon Hill, Coalville, Leicestershire LE67 1UF
(incorporated and registered in England and Wales under number 00604574)

Notice of Annual General Meeting

Notice is hereby given that the fifty-sixth annual general meeting (the 'AGM') of Barratt Developments PLC (the 'Company') will be held at **The Royal College of Physicians, 11 St Andrews Place, London NW1 4LE** on **Wednesday 12 November 2014 at 2.30 p.m.** for the following purposes:

1. To receive and consider the auditor's report, the strategic report, the directors' report and the accounts for the financial year ended 30 June 2014.
2. To approve the Directors' Remuneration Policy set out on pages 64 to 74 of the annual report to take effect from the conclusion of the meeting.
3. To approve the Directors' Remuneration Report set out on pages 62 to 63 and pages 75 to 86 of the annual report for the financial year ended 30 June 2014.
4. To declare a final dividend of 7.1 pence per ordinary share for payment on 20 November 2014 in respect of the financial year ended 30 June 2014 to shareholders on the register at the close of business on 31 October 2014.
5. To elect as a director Mr J M Allan who was appointed as a director of the Company since the last annual general meeting.

To re-elect the following directors retiring in accordance with the UK Corporate Governance Code:

6. Mr M S Clare.
7. Mr D F Thomas.
8. Mr S J Boyes.
9. Mr M E Rolfe.
10. Mr R J Akers.
11. Miss T E Bamford.
12. Mrs N S Bibby.
13. To re-appoint Deloitte LLP as the auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the Company.
14. To authorise the Directors to fix the remuneration of the auditor.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

15. That, in accordance with section 366 of the Companies Act 2006 (the 'Act'), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect be and are hereby authorised:
 - (a) to make political donations (as defined in section 364 of the Act) to political parties (as defined in section 363 of the Act), not exceeding £30,000 in total;
 - (b) to make political donations (as defined in section 364 of the Act) to political organisations other than political parties (as defined in section 363 of the Act), not exceeding £30,000 in total; and
 - (c) to incur political expenditure (as defined in section 365 of the Act), not exceeding £30,000 in total,in each case during the period beginning with the date of the passing of this resolution and ending at the conclusion of next year's annual general meeting of the Company (or, if earlier, at the close of business on 11 February 2016). In any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £90,000.

16. That the directors' fee limit contained within Article 86 of the Company's Articles of Association be increased from £600,000 to £800,000.

17. That the Board be and is hereby given power to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a nominal amount of £32,838,204 being one-third of the nominal value of the existing issued share capital as at 29 September 2014, such authority to apply until the end of next year's annual general meeting of the Company (or, if earlier, until the close of business on 11 February 2016) but 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.

To consider and, if thought fit, pass the following resolutions as special resolutions:

18. That, if resolution 17 is passed, the Board be and is hereby given power to allot equity securities (as defined in the Act) 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 Act 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 for cash in connection with an offer of, or invitation to apply for, equity securities to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings 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) to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to a nominal amount of £4,925,730, being 5% of the nominal value of the existing issued share capital as at 29 September 2014,

such power to apply until the end of next year's annual general meeting of the Company (or, if earlier, until the close of business on 11 February 2016) 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/or treasury shares to be sold) after the power ends and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not ended.

19. That the Company be and is hereby given power for the purposes of section 701 of the Act to make one or more market purchases (as defined in section 693(4) of the Act) of its ordinary shares of 10 pence each in the capital of the Company ('Ordinary Shares'), such power to be limited:

(a) to a maximum number of 98,514,610 Ordinary Shares;

(b) by the condition that the maximum price, exclusive of expenses, which may be paid for an Ordinary Share contracted to be purchased on any day shall be the highest of: (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue on which the purchase is carried out at the relevant time; and

(c) by the condition that the minimum price, exclusive of expenses, which may be paid for an Ordinary Share is 10 pence,

such power to apply, unless renewed prior to such time, until the end of next year's annual general meeting of the Company (or, if earlier, until the close of business on 11 February 2016) but so that the Company may enter into a contract under which a purchase of Ordinary Shares may be completed or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares in pursuance of such contract as if the power had not ended.

20. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By Order of the Board

T S Keevil
Group General Counsel and Company Secretary
29 September 2014

Registered Office:
Barratt House, Cartwright Way,
Forest Business Park, Bardonia Hill, Coalville,
Leicestershire LE67 1UF
(incorporated and registered in England and Wales
under number 00604574)

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting whether by show of hands or on a poll. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such an appointment and give proxy instructions accompanies this Notice. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy please follow the notes contained in the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one or, if you require additional forms, please contact the Company's Registrars, Capita Asset Services ('Capita'), on 0871 664 0300 from within the UK (calls cost 10p per minute (including VAT)), or +44 208 639 3399 from outside the UK (lines are open 8.30 a.m. to 5.30 p.m. Monday – Friday).

2. To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be received by Capita before 2.30 p.m. on Monday 10 November 2014, either in hard copy form by post, by courier or by hand to Capita, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. If you would like to submit your proxy via the internet, you can do so by accessing www.capitashareportal.com, logging in with your username and password and selecting the proxy voting link. If you have forgotten your username or password you can request a reminder via the Capita Share Portal. If you have not previously registered for electronic communications you will first be asked to register as a new user for which you will require your investor code, which can be found on your Form of Proxy or share certificate.

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 holding (the first-named being the most senior).

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 (available via www.euroclear.com/CREST). 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.

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 ('EUI') specifications, and must contain the information required for such instruction, as described in the CREST Manual. 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 2.30 p.m. on Monday 10 November 2014. 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.

CREST members and, where applicable, their CREST sponsors, or voting service provider(s), should note that EUI 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(s), 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 service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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 (as amended).

3. The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act 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 AGM. 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.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in such paragraphs can only be exercised by shareholders of the Company.
6. The Company specifies that only those shareholders included in the Register of Members as at 6.00 p.m. on Monday 10 November 2014 or, in the event that this AGM is adjourned, in the Register of Members 48 hours before the time of the adjourned AGM, shall be entitled to attend and vote at the meeting (or any adjourned meeting) in respect of the numbers of shares registered in their names at that time. Changes to the Register of Members after 6.00 p.m. on Monday 10 November 2014 or, in the event that the AGM is adjourned, in the Register of Members 48 hours before the time of the adjourned AGM, shall be disregarded in determining the rights of any person to attend or vote at the meeting (or any adjourned meeting).
7. A Form of Proxy sent electronically that is found to contain any virus will not be accepted.

8. 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.
9. Voting on each of the resolutions to be put to the forthcoming AGM will be conducted by way of a poll, rather than on a show of hands. The results of the poll will be announced through the Regulatory Information Service and will be available on the Company's website as soon as practicable following the conclusion of the meeting.
10. Under section 527 of the Act, 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: (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 AGM; 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 Act. 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 Act.

Where the Company is required to place a statement on a website under section 527 of the Act, 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 Act to publish on a website.

11. 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 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 meeting that the question be answered.
12. A copy of this Notice, and other information required by section 311A of the Act, can be found in the investor relations section of the Company's website at www.barrattdevelopments.co.uk/barratt/en/investor/irintro.
13. Copies of the contracts of service of the Executive Directors and the letters of appointment of the Non-Executive Directors and the Chairman will be available for inspection at the place of the meeting from 2.15 p.m. until the conclusion of the meeting and at www.barrattdevelopments.co.uk.
14. You may not use any electronic address provided either in this Notice or any related documents (including the Chairman's letter and Form of Proxy) to communicate for any purposes other than those expressly stated.

Explanatory Notes on the Resolutions

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 17 are proposed as ordinary resolutions.

Resolution 1 – To receive and consider the auditor's report, the strategic report, the directors' report and the accounts for 2014

For each financial year, the directors must present an independent auditor's report on the financial statements, a strategic report, a directors' report and accounts to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 30 June 2014.

Resolutions 2 and 3 – To approve the Directors' Remuneration Policy and the Directors' Remuneration Report

These resolutions seek shareholder approval for the Directors' Remuneration Policy and the Directors' Remuneration Report comprising the Annual Report on Remuneration (including the Annual Statement to Shareholders by the Chairman of the Remuneration Committee). The Directors' Remuneration Report can be found on pages 62 to 86 of the 2014 Annual Report and Accounts.

On 1 October 2013 new regulations came into force which, require the Company to present to shareholders:

- A Directors' Remuneration Policy, which sets out the Company's policy on directors' remuneration, for a binding vote for at least a period of three years; and
- An Annual Report on Remuneration, which details the directors' remuneration outcomes for the financial year under review and how the remuneration policy will be implemented in the following year, for an advisory vote on an annual basis.

Resolution 2 seeks shareholder approval for the Directors' Remuneration Policy which can be found on pages 64 to 74 of the 2014 Annual Report and Accounts. If approved, the policy will be effective from 12 November 2014 (i.e. immediately following the AGM) until the conclusion of the 2017 AGM, provided that no changes are required to the policy during this period. If any changes are required, the policy will be re-presented to shareholders for approval. Once the policy comes into effect, all payments to directors and former directors will be made in accordance with the policy (unless payment has been separately approved by a shareholder resolution). Payments to directors will continue in line with existing contractual arrangements until the policy comes into effect or, in the event the policy is not approved, until such time as a revised policy is approved by the shareholders.

Resolution 3 seeks approval for the Annual Report on Remuneration (including the Annual Statement from the Chairman of the Remuneration Committee) which can be found on pages 62 to 63 and 75 to 86 of the 2014 Annual Report and Accounts. The Annual Report on Remuneration sets out the remuneration outcomes for the financial year ended 30 June 2014 and how the policy, once approved, will be implemented throughout the 2014/15 financial year. This report will be subject to an advisory vote.

Resolution 4 – To declare a final dividend

The directors recommend the payment of a final dividend of 7.1 pence per share in respect of the year ended 30 June 2014. If approved the dividend will be paid on 20 November 2014 to those shareholders on the register at the close of business on 31 October 2014.

Dividend Re-Investment Plan

Subject to the final dividend, as set out in resolution 4 in this Notice, being approved by shareholders at the AGM, the Company will once again be offering a Dividend Re-Investment Plan (the 'DRIP'). For the financial year ended 30 June 2014, and future years, the DRIP will be provided and administered by the DRIP administrators, Capita IRG Trustees Limited, which is authorised and regulated by the Financial Conduct Authority. The DRIP will offer shareholders the opportunity to elect to invest cash dividends received on their Ordinary Shares, in purchasing further Ordinary Shares in the Company. These shares would be bought in the market, on competitive dealing terms.

Full details of the terms and conditions of the DRIP and the actions required by shareholders who wish to participate in it, are available on the Company's website: www.barrattdevelopments.co.uk or on request from the Company's registrar, Capita, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, telephone 0871 664 0300 from within the UK (calls cost 10p per minute (including VAT)), or +44 208 639 3399 from outside the UK (lines are open 8.30 a.m. to 5.30 p.m. Monday – Friday).

Resolutions 5 to 12 – Election and Re-Election of Directors

The Company's Articles of Association currently require directors to submit themselves for election by shareholders at the first annual general meeting following their initial appointment to the Board and for re-election thereafter at subsequent annual general meetings at intervals of no more than three years. The Board has decided, in accordance with the UK Corporate Governance Code published in September 2012, to submit all directors (with the exception of Bob Lawson) for election or re-election (as applicable) by the shareholders at the AGM irrespective of their date of appointment and length of service on the Board.

As announced on 11 March 2014 Bob Lawson intends to step down from his position as Chairman of the Company at the conclusion of the AGM. He will not therefore be offering himself for re-election at the AGM. John Allan, who joined the Board as a Non-Executive Director and Chairman Designate on 1 August 2014, will, subject to election by shareholders, succeed Bob Lawson as Chairman of the Company.

Given that John Allan will be standing for election by shareholders for the first time this year, the Board would like to draw shareholders' attention to the selection process undertaken prior to his appointment as a Non-Executive Director and Chairman Designate of the Company which is set out on page 54 of the 2014 Annual Report and Accounts. In particular, the Board considers that John Allan brings a broad business and extensive board experience and was considered to be independent as at the date of his appointment.

Each Non-Executive Director has been subject to a formal performance evaluation process and it is believed that they each continue to be effective in, to demonstrate commitment to, and to have sufficient time available to perform the duties required of his or her role. In addition, each Non-Executive Director, excluding the Chairman, is considered to be independent and, therefore, the Board recommends the election and re-election (as applicable) of each of the directors offering him/herself for election or re-election.

The following biographical details are given in support of the Board's recommendation to elect or re-elect (as applicable) each of the directors (with the exception of Bob Lawson) of the Company:

John Allan – Non-Executive Director

- **Appointment to the Board:** John joined the Board as a Non-Executive Director on 1 August 2014.
- **Committee membership:** Member of the Nomination and Remuneration Committees.
- **External appointments:** John is currently the Deputy Chairman of Dixons Carphone plc and a Non-Executive Director of Royal Mail plc. He is also the Chairman of Worldpay and the DHL UK Foundation, a senior adviser to Alix Partners and a regent of the University of Edinburgh.
- **Previous experience:** John was the Chairman of Dixons Retail plc for five years until August 2014 when it merged with Carphone Warehouse Group public limited company to form Dixons Carphone plc. He was also the Chief Executive of Exel plc for several years, and following its acquisition by Deutsche Post, became Chief Financial Officer, retiring in 2009. John was also a Non-Executive Director of National Grid plc (2005-2011) and 3i plc (2009-2011) and of various other public companies in the UK, Germany and Denmark.

Mark Clare – Group Chief Executive

- **Appointment to the Board:** Mark was appointed Group Chief Executive on 2 October 2006.
- **Committee membership:** Member of the Nomination Committee.
- **External appointments:** Mark is the Senior Independent Director of United Utilities Group PLC, a member of the Government's Construction Council and is a Trustee of the Building Research Establishment Trust and the UK Green Building Council. He also sits on the CBI Construction Council.
- **Previous experience:** Mark was formerly an Executive Director of Centrica plc (1997-2006). He joined British Gas in 1994, becoming Centrica's Finance Director in 1997 and Managing Director of Centrica's British Gas Residential Energy operation in 2002.

David Thomas – Group Finance Director

- **Appointment to the Board:** David joined as an Executive Director and the Group Finance Director on 21 July 2009.
- **Previous experience:** He was formerly the Group Finance Director and the Deputy Chief Executive of The GAME Group plc (2004- 2009). Before that he was the Group Finance Director at Millennium and Copthorne Hotels plc (1998-2004) and held senior financial roles with House of Fraser plc and Forte plc.

Steven Boyes – Group Chief Operating Officer

- **Appointment to the Board:** Steven joined the Board as an Executive Director on 1 July 2001 and was appointed as the Group's Chief Operating Officer on 5 July 2012 with responsibility for all of the Group's housebuilding operations.
- **Committee membership:** Member of the Safety, Health and Environmental Committee with effect from 1 July 2014.
- **Previous experience:** Steven joined Barratt in 1978 and became Technical Director and then Managing Director of Barratt York before being appointed Regional Director for Barratt Northern in 1999.

Mark Rolfe – Senior Independent Director

- **Appointment to the Board:** Mark was appointed as a Non-Executive Director on 1 May 2008 and became the Group's Senior Independent Director on 14 November 2012.
- **Committee membership:** Chairman of the Audit Committee and a member of the Nomination and Remuneration Committees.
- **External appointments:** Mark is a Non-Executive Director of Debenhams plc. He is also the Chairman of Lane Clark & Peacock LLP, a role from which he is due to step down in October 2014.
- **Previous experience:** Mark was formerly Non-Executive Director of the Sage Group plc (2007-2013) and Hornby plc (2008-2014) and was the Finance Director of Gallaher Group plc for seven years until April 2007 when it was acquired by Japan Tobacco Inc. His career with Gallaher spanned 20 years during which time he served in various finance and executive roles.

Richard Akers – Non-Executive Director

- **Appointment to the Board:** Richard joined the Board as a Non-Executive Director on 2 April 2012.
- **Committee membership:** Chairman of the Remuneration and the Safety, Health and Environmental (from 1 July 2014) Committees and a member of the Audit and Nomination Committees.
- **External appointments:** Richard is a member of the Advisory Board for Battersea Power Station Development and Fellow of the Royal Institution of Chartered Surveyors.
- **Previous experience:** Richard was a Senior Executive of Land Securities Group plc (1995-2014), succeeding to the main Board in May 2005 following his appointment as Managing Director of the Retail Portfolio and was previously a Director and President of the British Council of Shopping Centres (2009-2012), the main industry body for retail property owners.

Tessa Bamford – Non-Executive Director

- **Appointment to the Board:** Tessa was appointed as a Non-Executive Director on 1 July 2009.
- **Committee membership:** Member of the Audit, Nomination and Remuneration Committees.
- **External appointments:** Tessa is a Non-Executive Director of Wolseley plc, a consultant at Spencer Stuart, a Governor of the British Institute of Florence and a Trustee of Jo's Cervical Cancer Trust.
- **Previous experience:** Tessa was formerly a Director of Cantos Communications Limited (2001-2011) and a Director of J Henry Schroder & Co with whom her career spanned over 12 years in various roles (1986-1998).

Nina Bibby – Non-Executive Director

- **Appointment to the Board:** Nina joined the Board as a Non-Executive Director on 3 December 2012.
- **Committee membership:** Member of the Audit, Nomination and Remuneration Committees.
- **External appointments:** Nina is currently the Marketing and Consumer Director at O2 UK, Telefonica.
- **Previous experience:** Nina was the Global Chief Marketing Officer at Barclaycard, the payments subsidiary of Barclays plc until 30 May 2013. Prior to Barclaycard, Nina was Senior Vice President Global Brand Management at InterContinental Hotels Group plc (2006-2009) and worked at Diageo (1997-2006), latterly as Commercial Strategy Director.

Resolutions 13 and 14 – To authorise the Board to appoint Deloitte LLP as the auditor to the Company and to determine their remuneration

At every general meeting at which accounts are presented to shareholders, the Company is required to appoint an auditor to serve until the next such meeting. Deloitte LLP have indicated that they are willing to continue as the Company's auditor for another year. You are asked to approve their re-appointment and, following normal practice, to authorise the Board to determine their remuneration.

Resolution 15 – Donations to EU Political Organisations and EU Political Expenditure

Section 366 of the Act requires companies to seek shareholder approval for donations to organisations within the European Community which are, or could be, categorised as EU political organisations. Although the Company does not make, and does not intend to make, donations to political parties within the normal meaning of that expression or to independent election candidates, the legislation is very broadly drafted. It may catch activities such as funding seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform and matching employees' donations to certain charities. Therefore, in accordance with corporate governance best practice, the Board has again decided to seek shareholders' authority for political donations and political expenditure. Given that the Company has not utilised this authority in previous years, the Board has maintained the cap on the aggregate amount of political donations and expenditure at £90,000 (2013: £90,000), in case any of the Company's normal activities are caught by the legislation. As previously stated, the authority granted at the last annual general meeting has not been utilised.

Resolution 16 – Directors' fee limit resolution

This resolution seeks to increase the annual aggregate limit upon the amount of fees payable to directors under the Company's Articles of Association from £600,000 to £800,000. This is the first increase in this limit since 2008. It will enable the Board and the Company to appoint additional Non-Executive Directors if and when the needs of the business so require without the risk of breaching the existing limit. It will also cover any general increases that may be required to ensure that fees remain competitive in the market.

Resolution 17 – Authority to Allot Shares

This resolution seeks to renew for a further year the directors' general authority to allot shares and to grant rights to subscribe for or to convert any security into shares in the Company given by shareholders at the last annual general meeting held on 13 November 2013. The renewed authority would give directors authority to allot shares and to grant rights to subscribe for or to convert any security into shares in the Company with an aggregate nominal value of up to £32,838,204 (representing 328,382,040 Ordinary Shares) which, as at 29 September 2014, being the last practicable date prior to the publication of this Notice, represented one-third of the issued share capital of the Company.

The authority sought under resolution 17 will expire at the earlier of the conclusion of the next annual general meeting of the Company and close of business on 11 February 2016. The Board intends to seek renewal of this authority again at next year's annual general meeting. The directors consider that the Company should maintain an adequate margin of shares for use, for example, in connection with a future acquisition or an equity issue. The directors do not, however, have any present intention to issue new Ordinary Shares except in order to satisfy share options under the Company's share option schemes.

Resolutions 18 to 20 are proposed as special resolutions which require a 75% majority of the votes to be cast in favour.

Resolution 18 – Disapplication of pre-emption rights

This resolution also renews an authority granted at the last annual general meeting held on 13 November 2013 and gives the Board authority to allot Ordinary Shares (or sell any Ordinary Shares which the Company may purchase and elect to hold as treasury shares) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would, as in previous years, be limited to allotments or sales in connection with pre-emptive offers or otherwise up to an aggregate nominal amount of £49,257,300 (representing 4,925,730 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the issued share capital of the Company as at 29 September 2014, being the last practicable date prior to the publication of this Notice. In respect of this maximum 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, which provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

This authority will expire on the earlier of the conclusion of the next annual general meeting of the Company and close of business on 11 February 2016. This authority is granted under section 570 of the Act and is a standard authority taken by most UK listed companies each year.

Resolution 19 – Purchase of own shares by the Company

This resolution seeks to renew the authority for the Company to make market purchases of its own Ordinary Shares. No purchases have been made under the authority granted at last year's annual general meeting as at the date of this Notice. The directors do not currently have any intention of exercising the authority granted by this resolution.

Nevertheless, in certain circumstances it may be advantageous for the Company to purchase its own shares and this resolution seeks authority from shareholders to make such purchases in the market. The directors consider it to be desirable for this general authority to be available to provide flexibility in the management of the Company's capital resources. The authority will be exercised only if, in the opinion of the directors, this will result in an increase in earnings per share and would be in the best interests of the Company and its shareholders generally, given the market conditions and the price prevailing at the time. You are asked to consent to the purchase by the Company of up to a maximum aggregate of 98,514,610 Ordinary Shares, which represents approximately 10% of the Company's issued share capital as at 29 September 2014, being the last practicable date prior to the publication of this Notice.

The Company may either retain any of its own shares which it has purchased as treasury shares with a view to possible re-issue at a future date, or cancel them. The Company would consider holding any of its own shares that it purchases pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to re-issue treasury shares quickly and cost-effectively, including pursuant to the authority under resolution 17 and would provide the Company with additional flexibility in the management of its capital base.

The total number of options to subscribe for Ordinary Shares outstanding as at 29 September 2014, being the last practicable date prior to the publication of this Notice, was approximately 31,279,483 representing approximately 3.2% of the issued share capital as at 29 September 2014. If the authority to buy back shares under this resolution and the authority granted at the 2013 annual general meeting were exercised in full, the total number of options to subscribe for Ordinary Shares outstanding as at 29 September 2014 would, assuming no further Ordinary Shares are issued, represent 4.0% of the issued share capital as at 29 September 2014.

Resolution 20 – Notice of general meetings

This resolution seeks the approval of shareholders to replace a similar authority granted to the directors at the 2013 annual general meeting to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice as required by the Companies (Shareholders' Rights) Regulations (the 'Regulations'). The shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Note that the Regulations require that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must meet certain requirements for electronic voting to be made available to all shareholders for that meeting.

The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Issued share capital

All references to the Company's 'issued share capital' in the explanatory notes above are to the Company's issued share capital as at 29 September 2014, which was 985,146,139 Ordinary Shares. As at 29 September 2014, the Company held no Ordinary Shares as treasury shares. The total voting rights in the Company as at 29 September 2014 were 985,146,139.

REGISTERED OFFICE

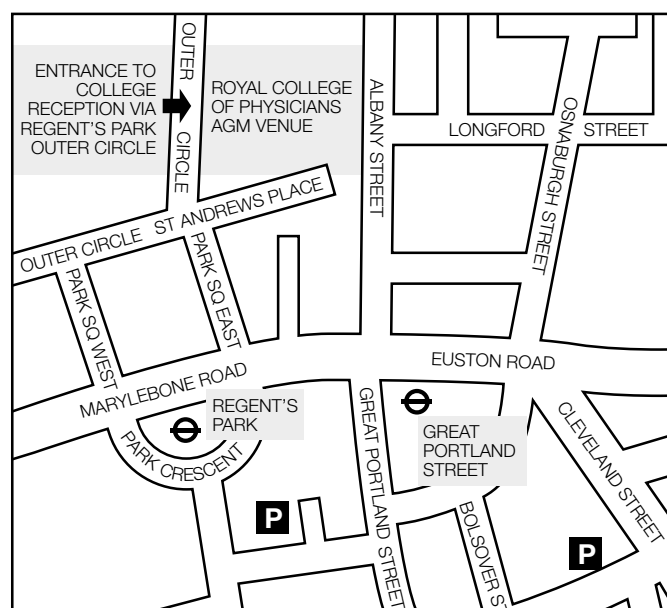
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Directions to the Barratt Developments PLC
AGM to be held at **The Royal College of Physicians,
11 St Andrews Place, London, NW1 4LE on
Wednesday 12 November 2014 at 2.30 p.m.:**



Please note there is no access to the Royal College of Physicians via Albany Street.

