



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the forty-sixth Annual General Meeting of Travis Perkins plc will be held at Northampton Rugby Football Club, Franklin's Gardens, Weedon Road, Northampton, NN5 5BG on Monday 17 May 2010 at 11.45 a.m.

THE RESOLUTIONS

Resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions. Resolutions 9 to 12 (inclusive) will be proposed as special resolutions.

ORDINARY BUSINESS

1. To receive the Company's annual accounts for the financial year ended 31 December 2009, together with the directors' report, and the directors' remuneration report and the auditors' report on those accounts and on the auditable part of the directors' remuneration report.
2. To re-appoint Robert Walker as a non-executive director, who was appointed by the Board on 30 September 2009 pursuant to Article 71 of the Company's Articles of Association. Biographical details of Robert Walker appear on page 45.
3. To re-appoint Chris Bunker as a non-executive director, who is retiring by rotation pursuant to Article 76 of the Company's Articles of Association. Biographical details of Chris Bunker appear on page 45.
4. To re-appoint John Coleman as a non-executive director, who is retiring by rotation pursuant to Article 76 of the Company's Articles of Association. Biographical details of John Coleman appear on page 45.
5. To re-appoint Geoff Cooper as a director, who is retiring by rotation pursuant to Article 76 of the Company's Articles of Association. Biographical details of Geoff Cooper appear on page 44.
6. To re-appoint Deloitte LLP, Chartered Accountants, as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

7. That the directors' remuneration report for the financial year ended 31 December 2009 set out on pages 53 to 63 be approved.
8. That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot:
 - (a) shares (as defined in section 540 of the Companies Act 2006) or grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £6,954,585; and
 - (b) equity securities (as such phrase is to be interpreted in accordance with section 560 of the Companies Act 2006) up to an aggregate nominal amount of £13,909,170 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights to subscribe for or to convert any security into shares in the Company granted under paragraph (a) of this resolution 8) 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 defined in section 560(1) of the Companies Act 2006) as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter such authorities to apply until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until the close of business on 30 June 2011) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

9. That, in substitution for all existing powers and subject to the passing of resolution 8, the Directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as such phrase is to be interpreted in section 560 of the Companies Act 2006) for cash pursuant to the authority granted by resolution 8 and/or

where the allotment constitutes an allotment of equity securities by virtue of section 560 (3) of the Companies Act 2006, in each case free of the restriction in section 561 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 an allotment pursuant to the authority granted by paragraph (b) of resolution 8, such power shall be limited to the allotment of equity securities in connection with an offer 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 defined in section 560(1) of the Companies Act 2006) as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider 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 of equity securities pursuant to the authority granted by paragraph (a) of resolution 8 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 9) up to a nominal amount of £1,043,188 calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares (as defined in section 560(1) of the Companies Act 2006) by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights, such power to apply until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until the close of business on 30 June 2011); but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

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

11. That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each in the capital of the Company ("ordinary shares"), provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 20,863,756 (representing 10% of the issued share capital of the Company as at 23 February 2010);
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value of 10 pence;
- (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 day on which that ordinary share is purchased;
- (d) this authority expires at the conclusion of the next Annual General Meeting of the Company or 30 June 2011, whichever is the earlier; and
- (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares pursuant to any such contract.

12. That with effect from the end of the meeting:

- (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.

By order of the Board



Andrew Pike

Company Secretary

Lodge Way House, Harlestone Road, Northampton NN5 7UG 23 February 2010 Registered in England No. 824821

Directions to Northampton Rugby Football Club can be found on page 124.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. A form of proxy is enclosed and instructions for its use are shown on the form. The appointment of a proxy will not prevent a member from subsequently attending, voting and speaking at the Meeting in person, in which case any votes of the proxy will be superceded.
2. A member of the Company is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote at a general meeting of the Company. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attaching to different shares. A proxy need not be a member.
3. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars or you may photocopy the form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. The right to appoint a proxy under note 1 above does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
5. To be effective, the instrument appointing a proxy and any authority under which it is signed (or a notarially certified copy of such authority) for the Annual General Meeting to be held at Northampton Rugby Football Club, Franklins Gardens, Weedon Road, Northampton, NN5 5BQ at 11.45 am on Monday 17 May 2010 and any adjournment(s) thereof must be returned to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, by 11.45 am on 13 May 2010. Alternatively you may submit your proxy form online by accessing the Shareholder portal at <http://www.capitashareportal.com/>, logging in and selecting the "Proxy Voting" link. 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 the enclosed proxy form, your share certificate or dividend tax voucher), family name and post code (if resident in the UK).
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do 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 voting service provider(s) should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST 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 instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting (11.45am on 13 May 2010). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company'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 and voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com/CREST. 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. In each case the proxy appointments must be received by the Company not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. Only those members entered on the register of members of the Company as at 6.00 pm on 13 May 2010 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

8. Reference to the register means the Issuer register of members and the Operator register of members maintained in accordance with Regulation 20 of the Uncertificated Securities Regulations 2001.

9. The following documents will be available for inspection at the Registered Office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice to the date of the meeting and at Northampton Rugby Football Club from 11.15 a.m. on the day of the meeting until the conclusion of the meeting:

- Copies of contracts of service of directors and non-executive directors' letters of appointment with the Company, or with any of its subsidiary companies.
- The register of directors' interests kept by the Company
- A copy of the Company's Articles of Association.
- A copy of the Articles of Association proposed to be adopted under Resolution 12.
- A statement giving particulars of directors' relevant transactions.

10. At 23 February 2010 (being the latest practicable date before publication of this notice) the issued share capital of the Company consisted of 208,637,557 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 23 February 2010 were 208,637,557.

11. A 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 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.

12. The statement of the rights of members in relation to the appointment of proxies in paragraphs 1 to 6 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.

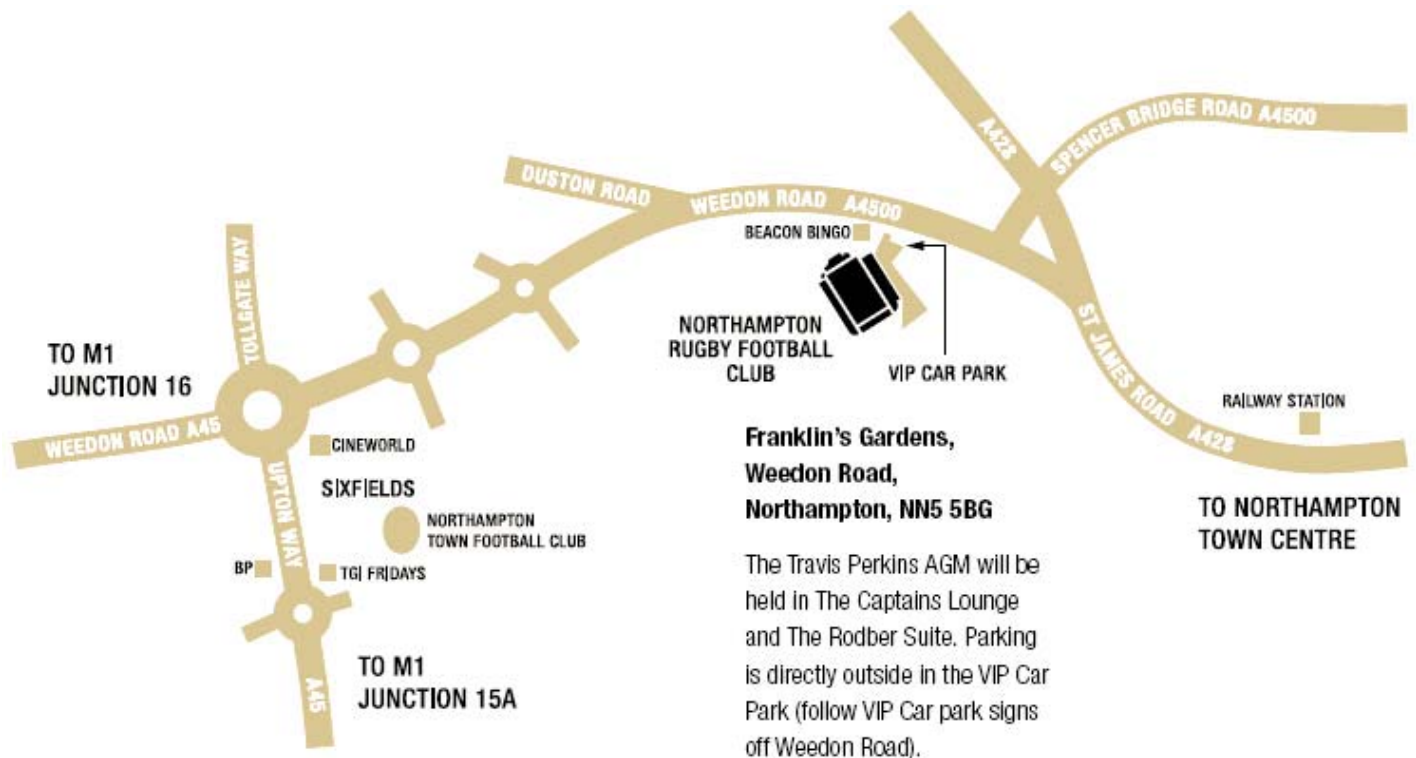
13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member.

14. Shareholders and their proxies will have the opportunity to ask questions at the Meeting. When invited by the Chairman, if you wish to ask a question, please wait for a Company representative to bring you a microphone. It would be helpful if you could state your name before you ask your question. Questions may not be answered at the Meeting if they are deemed not to be in the interests of the Company, or the good order of the meeting, would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information, or if the answer has already been given on a website. The Chairman may also nominate a Company representative to answer a specific question after the Meeting or refer the response to the Company's website.

15. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.travisper-kinsplc.com/investorcentre/ir.asp?page=home

DIRECTIONS TO THE ANNUAL GENERAL MEETING

THE ANNUAL GENERAL MEETING IS TO BE HELD AT NORTHAMPTON RUGBY FOOTBALL CLUB



From the South (via the M1)

Exit off motorway at junction 15A and follow the signs towards Sixfields. At roundabout with TGI Fridays on the right and a BP petrol station on the left carry straight on up the hill. At Cineworld roundabout turn right towards the Town Centre. Go straight over the next roundabout (Sainsbury's is on the left before the roundabout and Wickes on the right after the roundabout) and set of traffic lights. Continue on that road (Weedon Road). The entrance to the Saints is on the right immediately after Beacon Bingo. Follow signs for VIP car park off Weedon Road.

From the North (via the M1)

Exit off motorway at junction 16 and follow the A45 to Northampton. At Cineworld roundabout continue straight on and follow directions from the South.

From the East, Peterborough, Cambridge, Wellingborough

Follow A45 to M1 junction 15. Head north to junction 15A then follow directions from the South.

From Welford, Market Harborough

Aim towards the Kingsthorpe area of Northampton. Turn right at the major set of traffic lights (the Cock Hotel is on the corner), signposted Sixfields. Continue on this road until you get to Cineworld roundabout (approx 3 miles) then continue as from the South.

From the Railway Station

Turn right out of the station. Continue past Thomas A Becket pub, Church and Co. factory and bus station. At fork in road bear left and Franklin's Gardens is on your left. Walk takes approx 15 minutes.

Nearest Airports

London Luton and Nottingham East Midlands.

Further Information

For detailed directions you might want to try the following websites:

- Multimap (<http://www.multimap.com/>);
- The AA (<http://www.theaa.com/>);
- The RAC (<http://www.rac.co.uk/>).

For further details about the venue:<http://www.northamptonsaints.co.uk/>