

Notice of Annual General Meeting

To be held on Thursday 22nd March 2018

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 Crest Nicholson Holdings plc, please pass this document (together with the accompanying form of proxy) to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass this document (together with the accompanying Form of Proxy) to the person who now holds the shares. If you have sold or transferred only part of your holding of shares in Crest Nicholson Holdings plc, you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Chairman's Letter

12th February 2018

To the holders of ordinary shares in Crest Nicholson Holdings plc (the 'Company')

Dear Shareholder,

Notice of Annual General Meeting 2018

I am pleased to enclose the notice of the 2018 Annual General Meeting (the 'AGM') of the Company.

The AGM will be held at 10.30 a.m. on Thursday 22nd March 2018 at **Brooklands Hotel, Brooklands Drive, Weybridge, Surrey, KT13 0SL**. 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 5 and 6 of this document. The explanatory notes for the business to be transacted at the AGM are set out on pages 8 to 12 of this document. This document should be read in conjunction with the Annual Integrated Report for the year ended 31st October 2017, which is being posted to shareholders (who have not opted to receive documents through our website) together with this document, and is also available on our website at www.crestnicholson.com/investor-relations/agm.

Annual Integrated Report for year ended 31st October 2017

A resolution to receive and adopt the annual accounts of the Company for the financial period ended 31st October 2017, and the reports of the auditor and the Directors therein, is included in the business of the AGM (Resolution 1).

Dividend in respect of the year ended 31st October 2017

The Board recognises the importance of both capital growth and dividend income to our existing and potential shareholders. We are proposing to continue dividend payments with a final dividend of 21.8 pence per share for the year ended 31st October 2017 (the 'Final Dividend'). An interim dividend of 11.2 pence per share was paid on 6th October 2017 to shareholders on the register at 22nd September 2017.

A resolution to approve the payment of the Final Dividend to shareholders on the register at the close of business on 16th March 2018 is included in the business of the AGM (Resolution 2).

Election and re-election of Directors

The Articles of Association of the Company require that all Directors shall retire from office unless elected or re-elected at the AGM. Since the last AGM, there have been changes to the Board. Octavia Morley was appointed to the Board in May 2017 and Jim Pettigrew, Non-Executive and Senior Independent Director stepped down from the Board at the end of December 2017.

On 24th January 2018, the Company announced changes to the Board: the appointment of Patrick Bergin as Chief Executive and Stephen Stone as Executive Chairman (both appointments to be effective from the conclusion of our AGM on 22nd March 2018) together with the appointment of Leslie Van de Walle as Deputy Chairman and Louise Hardy as independent Non-Executive Director, both effective from 24th January 2018.

The appointment of Patrick Bergin as Chief Executive is the result of succession planning work that has been in progress for some time. The Nomination Committee undertook an extensive process that included benchmarking of internal and external candidates. Following this, and Patrick's contribution as Chief Operating Officer, the Board agreed with the Nomination Committee's recommendation that Patrick should be appointed as Chief Executive. Patrick will assume all day to day responsibility for Crest Nicholson's operations with the same levels of delegated financial and operational authority that the Chief Executive role has previously held. Patrick will be supported by Robert Allen (Group Finance Director) and Chris Tinker (Chairman of Major Projects and Strategic Partnerships) both of whom also offer themselves for re-election.

At the same time, we believe that retaining Stephen Stone's valuable knowledge, relationships and expertise for a further period is in the best interests of the Company and its shareholders. We undertook a consultation with major shareholders regarding the Board changes and shareholders gave valuable feedback. Shareholders supported both

Crest Nicholson Holdings plc

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Registered Office: Crest House, Pycroft Road, Chertsey, Surrey, KT16 9GN.
Registered in England and Wales under number 06800600

Chairman's Letter

the appointment of Patrick Bergin as Chief Executive and Stephen Stone as Executive Chairman. However, it was also made clear to us that shareholders would not want an open ended Chairman appointment for Stephen, and that we must be clear that this is a transitional process. Furthermore, the Board must be balanced by a strong Senior Independent Director with potentially additional independence beyond the UK Corporate Governance Code's minimum.

Stephen's role therefore takes the form of a term that will not exceed three years, acting as Executive Chairman in the first year before moving to Non-Executive Director and Chairman for the remaining period. Stephen will be based in Crest Nicholson's London divisional office and will not be involved in day to day operational matters beyond those customarily undertaken by the Chairman of the Board. During his year as Executive Chairman Stephen will be committing additional time as part of the transition of his skills and knowledge in support of the Executive Management Team as we deliver our medium term targets.

The Nomination Committee specifically set out to recruit an experienced Chairman and Senior Independent Director to fulfil the role of Deputy Chairman and the Board believes that in Leslie Van de Walle they have found the right person to lead the Non-Executive Directors, promote and ensure good corporate governance and act as a conduit for shareholders should they have any concerns. Leslie and Stephen will be working very closely to ensure all roles are working effectively and separately, reporting back to the Board on their effectiveness. Louise Hardy has also joined the Board as independent Non-Executive Director. The recruitment of a further independent Non-Executive Director is underway and will make the Board majority independent, while also supporting effective governance of the Board.

As a result of these changes I will therefore not be standing for re-election at the AGM, and as previously announced Pam Alexander, who joined the Board in December 2011, will also not be standing for re-election having served just over six years.

Whilst the Board proposed for election or re-election is compliant with the independent requirements of the UK Corporate Governance Code, as stated above, a recruitment process is in progress to recruit a further new independent Non-Executive Director. The Board considers that a greater number of independent Non-Executive Directors is appropriate for the current board structure. If the further recruitment process is not complete by our AGM, the Board will still meet the requirements of the UK Corporate Governance Code in terms of balance of independent and non-independent directors. Further details will be released through a Regulatory Information Service when a new appointment is made.

It has been my pleasure to act as Chairman of the Board since September 2011 and I am confident that the changes outlined above will secure the Company's leadership going forward. I therefore ask you to support the election of Octavia Morley, Leslie Van de Walle and Louise Hardy, and the re-election of the other Directors (with the exception of Pam Alexander and myself), each of whom offer themselves for re-election at the AGM. Biographical details for each Director can be found on pages 9 to 10 of the explanatory notes of this document and can also be found on our website at www.crestnicholson.com/investor-relations/board-of-directors.

2017 AGM Vote

Although our Remuneration Policy was passed with 96% support at our AGM in March 2017, there was a significant vote of 58% against the advisory remuneration report resolution, which clearly needed to be addressed. In discussions with shareholders and major proxy voting agencies, including ISS, ahead of the AGM, the main concern raised was around the stretch in the forward looking PBT element of the 2017 LTIP award in the context of stated targets and consensus forecasts that applied to 50% of the award.

Crest Nicholson is committed to ongoing, constructive dialogue with investors and, having considered all the feedback received, the Remuneration Committee has reviewed and amended its target-setting process, particularly in relation to when LTIP targets are approved.

Going forward, the targets will be (and have been) agreed closer to the date the Annual Remuneration Report is approved (within which future application of the Remuneration Policy is set out), thereby taking full account of the prevailing external economic environment and investors' views, which can change quickly due to market and political sentiment in a cyclical industry. This year we ensured that the 2018 LTIP targets were stretching based on the internal plan and consensus prior to approval. The rationale for the chosen target range and its relativity to targets in the previous year is set out on page 90 of the Annual Remuneration Report.

Chairman's Letter

Action required

Following this letter is the Notice, including resolutions relating to the matters discussed above, along with a Form of Proxy. Whether or not you intend to be present at the AGM, you are requested to complete, sign and return the enclosed Form of Proxy as soon as possible in accordance with the instructions printed on the form. The Form of Proxy should be returned so as to be received by Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible, and in any event, no later than 10.30 a.m. on 20th March 2018. Alternatively, you may prefer to register the appointment of a proxy for the meeting electronically by using the CREST electronic appointment service, details on pages 6 to 8 of this document.

To be valid, the Form of Proxy should be returned, or if doing so electronically, the electronic submission should be made as soon as possible and in any event so as to be received by Equiniti by no later than 10.30 a.m. on 20th March 2018. Completion and return of the Form of Proxy or submission of an electronic instruction will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so (and are so entitled).

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 all resolutions, as your Directors intend to do in respect of their own beneficial shareholdings.

Yours faithfully,

William Rucker

Chairman

Crest Nicholson Holdings plc

Registered Office:

Crest House, Pycroft Road, Chertsey, Surrey, KT16 9GN

Registered in England and Wales under number 06800600

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the 'AGM') of Crest Nicholson Holdings plc (the 'Company') will be held at 10.30 a.m. on Thursday 22nd March 2018 at Brooklands Hotel, Brooklands Drive, Weybridge, Surrey, KT13 0SL to consider, and if thought fit, pass the resolutions set out below. Resolutions 1 to 14 will be proposed as ordinary resolutions, Resolutions 15 and 16 will be proposed as special resolutions:

1. To receive and adopt the annual accounts of the Company for the year ended 31st October 2017 and the reports of the auditor and the Directors thereon.
2. To declare a final dividend of 21.8 pence per ordinary share in respect of the year ended 31st October 2017.
3. To re-elect Stephen Stone as a Director of the Company.
4. To re-elect Patrick Bergin as a Director of the Company.
5. To re-elect Robert Allen as a Director of the Company.
6. To re-elect Chris Tinker as a Director of the Company.
7. To re-elect Sharon Flood as a Director of the Company.
8. To elect Octavia Morley as a Director of the Company.
9. To elect Leslie Van de Walle as a Director of the Company.
10. To elect Louise Hardy as a Director of the Company.
11. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
12. To authorise the Audit and Risk Committee to determine the remuneration of the auditor.
13. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31st October 2017.
14. **That** in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby, generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the 'Act'), to exercise all the powers of the Company 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 an aggregate nominal amount of £4,263,117.

The authority hereby conferred on the Directors shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this Resolution or 30th April 2019, whichever is the earlier, save that under this authority the Company may, before such expiry, make offers or agreements 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 such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

15. **That**, subject to the passing of Resolution 14 above and in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby authorised, pursuant to section 570 and section 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 14 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to:

(a) the allotment of equity securities in connection with an offer of equity securities:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the 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 any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

(b) the allotment (otherwise than under paragraph (a) of this Resolution 15) of equity securities up to an aggregate nominal amount of £639,468;

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution 15 or, if earlier, 30th April 2019, save that the Company may, before such expiry, make offers and enter into agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

Notice of Annual General Meeting

16. That the Company be and is hereby generally and unconditionally authorised, for the purposes of section 701 of the Companies Act 2006 (the 'Act'), to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5 pence each in the capital of the Company (the 'Ordinary Shares') on such terms and in such manner as the Directors shall from time to time determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 25,578,700;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 5 pence;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of (i) 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 that Ordinary Share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venues where the purchase is carried out;
- (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or 30th April 2019, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting prior to such time; and
- (e) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of Ordinary Shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase Ordinary Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

By Order of the Board

Kevin Maguire

Company Secretary
12th February 2018

Registered Office:
Crest House, Pyrcroft Road, Chertsey, Surrey, KT16 9GN
Registered in England and Wales under number 06800600

Notes

1. To be entitled to attend and vote in respect of the number of shares registered in their name, shareholders must be entered on the Register of Members of the Company as at 6.30 p.m. on 20th March 2018, or, if the AGM is adjourned, on the Register of Members at 6.30 p.m. two days prior to the date of any adjourned AGM. Changes to entries on the Register of Members after 6.30 p.m. on 20th March 2018, or, if this AGM is adjourned, changes to entries on the Register of Members after 6.30 p.m. two days prior to the date of any adjourned AGM, will be disregarded in determining the rights of any person to attend or vote at the AGM.

A registered shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. 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. The appointment of a proxy will not prevent a member from subsequently attending and voting at the AGM in person.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 (the 'Act') ('Nominated Persons'). Nominated Persons may have a right under an agreement with the member who holds the 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.

Notes

If you are such a Nominated Person, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian.

The Company cannot guarantee to deal with matters that are directed to them in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.

A proxy may be appointed by any of the following methods:

- Completing the enclosed Form of Proxy and returning it to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA; or
- If you are a member of CREST, by using the CREST electronic appointment service explained below.

Important:

In any case, to be valid, your instructions or Form of Proxy must be received by the Company's Registrars Equiniti no later than 10.30 a.m. on 20th March 2018.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedure described in the CREST Manual (available at www.euroclear.com). 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 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 specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). 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 (RA19) by the latest time(s) for receipt of proxy appointments. 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 Applications 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 instruction 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 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, to procure that his CREST sponsor or voting service provider takes) 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 (www.euroclear.com).

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).

2. 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.
3. The Company will announce the level of proxy votes for and against each resolution and the number of votes withheld once the resolution has been voted on by a show of hands, except where a poll is called. When announcing a decision on a poll, the Company will disclose the total number of votes in favour and against and the number of votes withheld on the Company website (www.crestnicholson.com/investor-relations/agm) and through a Regulatory Information Service. If a member returns paper and electronic proxy instructions, those received last by the Registrar before the latest time for receipt of proxies will take precedence. Members are advised to read the terms and conditions of use on www.euroclear.com carefully.

Notes

4. 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 accounts 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.
5. 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.
6. Copies of the contracts of service of the Executive Directors and the letters of appointment of the Non-Executive Directors and the Chairman are available for inspection at the registered office of the Company during normal business hours on any working day and will be available at the place of the meeting from 10.15 a.m. until the conclusion of the meeting.
7. 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.
8. As at 1st February 2018, being the latest practicable date prior to the publication of this Notice, the Company's issued capital consisted of 255,787,003 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 1st February 2018 are 255,787,003.
9. This Notice, together with information about the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting as at 1st February 2018 being the latest practicable date prior to the publication of this Notice and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice, will be available on the Company's website www.crestnicholson.com/investor-relations/agm.

Explanatory notes on the resolutions

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

Resolutions 1 to 14 are proposed as ordinary resolutions.

Resolution 1 – Annual accounts of the Company for the year ended 31st October 2017

For each financial year, the Directors must present a Directors' report, audited accounts and an independent auditor's report on the financial statements to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 31st October 2017.

Resolution 2 – Final dividend

The Directors recommend the payment of a final dividend of 21.8 pence per share in respect of the year ended 31st October 2017. If approved at the AGM, the dividend will be paid on 6th April 2018 to shareholders on the register at the close of business on 16th March 2018.

Resolutions 3 to 10 – Election and re-election of Directors

The Company's Articles of Association currently require Directors to retire from office unless elected or re-elected at the AGM. Octavia Morley was appointed as an Independent Non-Executive Director to the Board in May 2017, Leslie Van de Walle was appointed to the Board in January 2018 as Deputy Chairman and Senior Independent Director, and Louise Hardy was appointed to the Board in January 2018 as an Independent Non-Executive Director. Therefore, they will each stand for election for the first time at this AGM. In addition, in accordance with the provisions of the UK Corporate Governance Code, all other Directors (with the exception of Pam Alexander and William Rucker who are stepping down at the end of the AGM) will retire at this year's AGM and will submit themselves for re-election.

Explanatory notes on the resolutions

The Board has considered the independence of the current Non-Executive Directors under the UK Corporate Governance Code and has concluded that all the current Non-Executive Directors presenting themselves for election or re-election, are independent in character and judgement and that there are no relationships or circumstances likely to affect the character or judgement of any of them. Stephen Stone, as Executive Chairman of the Company, will not be considered to be independent for the purposes of the UK Corporate Governance Code as a result of his previous role as Chief Executive of the Company and his interest in the ordinary shares of the Company. However, the Directors believe that his knowledge and understanding of the Group's business will continue to be an asset to the Group in the future. Stephen Stone's appointment as Executive Chairman and Patrick Bergin's appointment as Chief Executive will be effective, subject to re-election, from the conclusion of the AGM.

The Directors believe that the Executive Directors in conjunction with the current Non-Executive Directors are the appropriate team to enable the Group to take advantage of the opportunities available to it and to continue to position the business for the long term and for the benefit of shareholders as a whole.

Following an evaluation of the Board and its committees, the Board is satisfied that each Director standing for election or re-election continues to make effective and valuable contributions to the Board and demonstrates their commitment to the role.

The following biographical details are given in support of the Board's recommendation to elect or re-elect each of the Directors of the Company:

Stephen Stone

Executive Chairman: Appointed to the Board in January 1999, becoming Chief Operating Officer in 2002, Chief Executive in 2005 and Executive Chairman from 22nd March 2018.

Other company directorships: Home Builders Federation and National House-Building Council.

Other professional experience and community involvement: Member of the Construction Leadership Council.

Experience and qualifications:

Stephen is a Chartered Architect with over 30 years' experience in various positions in the construction and housebuilding industry. He was Chief Executive, leading the Executive Management Team, from 2002 until 22 March 2018. Effective from the end of the AGM, Stephen will become Executive Chairman. Stephen will lead the Board, and with the support of the Deputy Chairman promote healthy and transparent relationships with shareholders and high standards of corporate governance. During his year as Executive Chairman Stephen will be committing additional time as part of the transition of his skills and knowledge in support of the Executive Management Team as the Company delivers its medium term targets.

Patrick Bergin

Chief Executive: Appointed to the Board in October 2011, becoming Chief Operating Officer in 2016 and Chief Executive from 22nd March 2018.

Committees: Technical (Chair).

Experience and qualifications:

Patrick joined the Group in 2006 and was appointed Group Finance Director in 2011. In November 2016, Patrick was appointed as Group Chief Operating Officer and from the end of the AGM will become Chief Executive. He is a Chartered Accountant with over 20 years' experience and has worked in financial roles across a range of industries. Patrick currently chairs the Group's Technical Committee and will become the Director responsible for Health and Safety from 22 March 2018. Patrick will represent the Group when engaging with investors, the Government, the Home Builders Federation and the industry.

Robert Allen

Group Finance Director: Appointed to the Board in February 2017.

Experience and qualifications:

Robert joined the Group in February 2017 as Group Finance Director. He is a Chartered Accountant with over 20 years' finance and operational experience. Robert qualified with Coopers & Lybrand before eventually joining British American Tobacco in 1997 where, among other key roles, he led Mergers and Acquisitions, Global Treasury and the finance function across the EEMEA region. Robert is responsible for all aspects of finance and investor relations with primary day-to-day responsibility for planning, implementing, managing and controlling all financial related activities within Crest Nicholson.

Explanatory notes on the resolutions

Chris Tinker

Chairman of Major Projects and Strategic Partnerships: Appointed to the Board in January 2017.

Committees: Technical.

Other company directorships: Enterprise M3 Local Enterprise Partnership and the Housing Forum.

Experience and qualifications:

Chris is a Chartered Builder and joined the Group in 1988. Through the 1990s he was instrumental in the acquisition and master planning of several of the Group's major residential projects, leading to his appointment in 2002 as Managing Director of Crest Nicholson Developments. Chris joined the Executive Management Team in 2007 and is responsible for the Major Projects division, as well as the Group's sustainability strategy.

Sharon Flood

Independent Non-Executive Director: Appointed to the Board in April 2015.

Committees: Audit and Risk (Chair), Nomination, Remuneration.

Other company directorships: St DuPont (Chair), Network Rail and Network Rail Infrastructure Limited, Pets at Home Group plc.

Other professional experience and community involvement: Trustee of the Science Museum Group.

Experience and qualifications:

Sharon is a Fellow of the Chartered Institute of Management Accountants and was recently Group Chief Financial Officer at Sun European Partners LLP (an international private equity advisory firm). Prior to this Sharon was Finance Director of John Lewis department stores from 2005 to 2010, before which she held a number of senior finance and strategy roles. Sharon has a good understanding of the UK housing market through her six-year appointment as a Director of the housing charity Shelter, where she chaired the Audit, Risk and Finance Committee.

Octavia Morley

Independent Non-Executive Director: Appointed to the Board in May 2017.

Committees: Remuneration (Chair), Nomination, Audit and Risk.

Other company directorships: Card Factory plc, Ascensos Limited and Spicers-Office Team Group Ltd.

Experience and qualifications:

Octavia has extensive experience in senior operational and non-executive roles in retail and multisite companies, both privately owned and publicly listed. Having worked at companies including Asda Stores Limited, Laura Ashley plc and Woolworths plc, Octavia has most recently been CEO then Chair at LighterLife UK Limited, Managing Director at Crew Clothing Co and Chief Executive at OKA Direct Limited. Octavia also served as a non-executive director and Chair of the Remuneration Committee at John Menzies plc.

Leslie Van de Walle

Deputy Chairman and Senior Independent Non-Executive Director: Appointed to the Board in January 2018.

Committees: Nomination (Chair), Remuneration, Audit and Risk.

Other company directorships: DCC plc and Robert Walters plc (Chair).

Experience and qualifications:

Leslie has a very wide range of international senior management business experience. He is a non-executive director and Chairman of the Remuneration committee and Senior Independent Director of DCC, non-executive Chairman of Robert Walters plc and is a former Chief Executive Officer of Rexam plc, having held the role of Chairman at SIG plc and Weener Plastick GmbH.

Louise Hardy

Independent Non-Executive Director: Appointed to the Board in January 2018.

Committees: Nomination, Remuneration, Technical.

Other company directorships: Ebbsfleet Development Corporation and Sirius Minerals plc.

Experience and qualifications:

Louise joined Crest Nicholson in June 2017 as an independent non-executive member of a newly formed Technical Committee focusing on technical aspects of the build process and the benefits which could be introduced by greater use of standard house types and off-site manufacturing and now formally joins the Board. Louise is a civil engineer bringing a wealth of project management, technical and engineering experience, including delivering of complex infrastructure projects. Louise is currently a non-executive director of Sirius Minerals plc and a non-executive director of the Ebbsfleet Development Corporation.

Explanatory notes on the resolutions

Resolutions 11 and 12 – Appointment of auditor and auditor remuneration

At every annual general meeting at which accounts are presented to shareholders, the Company is required to appoint an auditor to serve until the next such meeting. PricewaterhouseCoopers LLP were appointed at last year's annual general meeting and are willing to seek re-appointment this year. The Board (following a recommendation from the Audit and Risk Committee) asks you to approve their appointment and, following normal practice, to authorise the Audit and Risk Committee to determine their remuneration.

Resolution 13 – The Directors' Remuneration Report for the year ended 31st October 2017

In accordance with section 439 of the Companies Act 2006 (the 'Act'), shareholders are invited to vote on the Directors' Remuneration Report (other than the part containing the Remuneration Policy on pages 73 to 78) for the year ended 31st October 2017, which may be found on pages 69 to 91 of the Annual Integrated Report for the year ended 31st October 2017. The vote is advisory only, and the Directors' entitlement to remuneration is not conditional on the resolution being passed.

Resolution 14 – Authority to allot shares

The authority given to Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting under section 551 of the Act. This resolution seeks to give the Directors general authority to allot shares and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate maximum nominal amount of £4,263,117 (representing approximately one-third of the nominal value of the Company's issued share capital, excluding shares held in treasury, on 1st February 2018, the latest practicable date prior to the publication of this document).

The authority sought under Resolution 14 will expire at the earlier of either the conclusion of the next annual general meeting of the Company or 30th April 2019. The Directors intend to seek renewal of this authority again at next year's annual general meeting in accordance with current best practice. The Directors do not have any present intention to exercise the authority sought under this resolution except in order to satisfy share options under the Company's share option schemes. However, the Directors consider it appropriate to maintain the flexibility that this authority provides in order to be in a position to respond to market developments and to enable allotments to take place to finance business opportunities should they arise.

As at 1st February 2018, the latest practicable date before the publication of this document, the Company held no equity securities in treasury.

Resolutions 15 and 16 are proposed as special resolutions.

Resolution 15 – Disapplication of pre-emption rights

Resolution 15 gives the Directors authority to allot shares (or sell any 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 be limited to allotments of shares for cash or sales of treasury shares for cash (i) by way of rights issue (subject to certain exclusions), or by way of an open offer or other offer of securities (not being a rights issue) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions), or (ii) or otherwise up to an aggregate nominal amount of £639,468 (representing 12,789,350 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the issued share capital of the Company as at 1st February 2018, being the latest 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 is granted under section 570 of the Act and will expire on the earlier of either the conclusion of the next Annual General Meeting of the Company or 30th April 2019.

Resolution 16 – Purchase of own shares by the Company

This resolution seeks to renew the authority for the Company to make market purchases of its own shares. You are therefore asked to authorise the Company to purchase up to an aggregate maximum of 25,578,700 ordinary shares, which represents approximately 10% of the Company's issued share capital as at 1st February 2018 being the latest practicable date prior to the publication of this Notice. As at the date of this Notice, no purchases have been made under the authority granted to the Company on 23rd March 2017.

The Directors do not currently have any intention of exercising the authority granted by this resolution but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. 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, or alternatively as a method of satisfying awards under employee share plans, which would, after acquisition be held in treasury.

Explanatory notes on the resolutions

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 reissue treasury shares quickly and cost effectively, including pursuant to the authority under resolution 15 above 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 1st February 2018 (excluding the issued but unallocated ordinary shares held under the employee benefit trust of the Company), being the last practicable date prior to the publication of this Notice, was approximately 5,027,450, representing approximately 1.97% of the issued share capital as at 1st February 2018. If the Company was to buy back the maximum number of ordinary shares permitted pursuant to Resolution 14, then the total number of options to subscribe for ordinary shares outstanding at 1st February 2018 would represent approximately 2.18% of the reduced issued share capital.

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 1st February 2018 (the latest practicable date prior to the printing of this Notice), which was 255,787,003 Ordinary Shares. As at 1st February 2018, the Company held no ordinary shares as treasury shares. The total voting rights in the Company as at 1st February 2018 were 255,787,003.

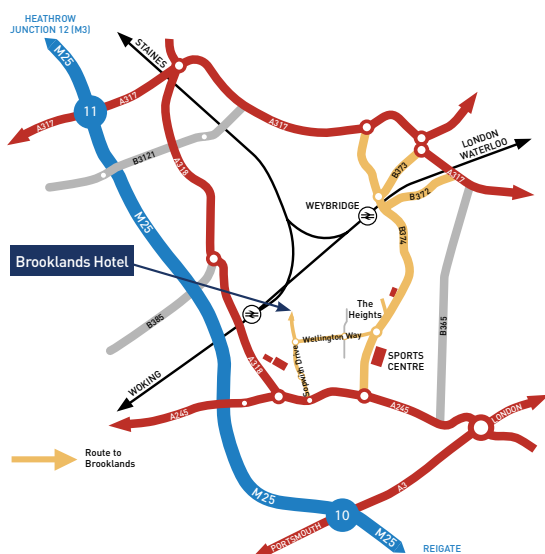
REGISTERED OFFICE

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www.crestnicholson.com

Directions to venue



Map is illustrative and not to scale

Directions to the Crest Nicholson Holdings plc AGM to be held at Brooklands Hotel, Brooklands Drive, Weybridge, Surrey, KT13 0SL on Thursday 22nd March 2018, starting at 10.30 a.m.:

- The Brooklands Hotel is off the B374, just a few minutes from Junction 10 of the M25 and the A3 London to Portsmouth trunk road.
- Leave the A3 at the Painshill junction (A245) and follow the brown 'Brooklands Museum and Mercedes-Benz World' signs.
- The nearest railway stations are Weybridge and Byfleet & New Haw, both of which are served from Waterloo and are each around 2 miles from the venue.

Please note Wellington Way road closure times:

Weekdays: Open 6.30 a.m./Close 9.00 p.m.
Saturdays: Open 7.30 a.m./Close 7.00 p.m.
Sundays: Open 9.00 a.m./Close 7.00 p.m.

During the closure of Wellington Way, access to the Brooklands Hotel site can be accessed via Sopwith Drive.

If you have any problems finding the venue, please contact the Brooklands Hotel Reception team who will be happy to help 24/7 – T:01932 335 700.