

2 May 2024

**Grafton Group plc**  
**(the “Company”)**

**Results of the Annual General Meeting of the Company**  
**held at 10.30am (Irish Time) on 2 May 2024**

Grafton Group plc (the “Company”) held its Annual General Meeting (“AGM”) on 2 May 2024 during which resolutions 1 to 11 were duly passed in line with the Board’s recommendation. Resolution 12, a shareholder resolution, was not passed in line with the recommendation of the Board.

All resolutions, as set out in the Notice of AGM, were voted on by way of a poll and the results were as follows:

Resolution	For	%	Against	%	Withheld	
1	To receive and consider the financial statements for the year ended 31 December 2023.	124,244,146	99.998	2,534	0.002	1,298,901
2	To declare and pay a final dividend of 26.0 pence per Ordinary Share for the year ended 31 December 2023.	125,532,408	99.999	710	0.001	12,463
3(a)	To re-elect Eric Born as a Director.	123,140,915	98.88	1,388,626	1.12	1,016,040
3(b)	To re-elect David Arnold as a Director.	123,878,435	98.71	1,624,928	1.29	42,218
3(c)	To re-elect Susan Murray as a Director.	118,747,557	94.60	6,784,688	5.40	13,336
3(d)	To re-elect Vincent Crowley as a Director.	119,791,596	95.56	5,568,705	4.44	185,280
3(e)	To re-elect Rosheen McGuckian as a Director.	122,153,379	97.42	3,233,804	2.58	158,398
3(f)	To re-elect Avis Darzins as a Director.	122,146,791	97.42	3,240,897	2.58	157,893
3(g)	To elect Mark Robson as a Director.	124,349,729	99.06	1,182,516	0.94	13,336
3(h)	To elect Ian Tyler as a Director.	124,477,282	99.16	1,055,673	0.84	12,626
4	To consider the continuation in office of PricewaterhouseCoopers as Auditors of the Company.	124,518,113	99.19	1,020,567	0.81	6,901
5	To authorise the Directors to fix the remuneration of the Auditors for the year ended 31 December 2024.	125,535,720	99.9997	414	0.0003	9,447
6	To receive and consider the Chair’s Annual Statement and the Annual Report on Remuneration of the Remuneration Committee for the year ended 31 December 2023.	123,729,361	98.61	1,741,874	1.39	74,346
7	To approve the convening of an Extraordinary General Meeting on 14 clear days’ notice.	121,240,355	96.57	4,300,762	3.43	4,464
8	To authorise the Directors to allot relevant securities.	124,213,485	98.97	1,294,932	1.03	37,164

9	To authorise the Directors to dis-apply statutory pre-emption rights and allot up to five per cent of the issued ordinary share capital of the Company.	125,485,744	99.99	10,433	0.01	49,404
10	To authorise market purchases of the Company's own shares.	124,386,407	99.18	1,023,867	0.82	135,307
11	To determine the price range for the re-issue of treasury shares off-market.	125,394,048	99.99	17,598	0.01	133,935
12	Impact of share buybacks on earnings per share performance condition of awards granted to participants of the 2021 Long Term Incentive Plan of the Company.	29,712,073	21.41	109,092,626	78.59	240,882

As noted above, Resolution 12 was a shareholder resolution and the Board recommended that shareholders vote against this resolution. The Board notes that while 78.59 per cent of votes cast supported the Board's recommendation and voted against this resolution, a notable minority of votes were cast in favour of this resolution. The views of shareholders are important to us and we will consult with those shareholders who voted in favour of the shareholder resolution to better understand their specific concerns and publish an update in due course in accordance with the provisions of the UK Corporate Governance Code.

Notes:

1. Votes "For" and "Against" are expressed as a percentage of votes received.
2. A vote "Withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" the resolution.
3. A total of 125,545,581 votes were validly cast for all resolutions other than Resolution 12 where the number of votes validly cast was 139,045,581.

The full text of these resolutions is set out in the Notice of AGM, which was included in the AGM Circular made available to shareholders on 26 March 2024 and which is available on the Company's website at: <https://www.graftonplc.com/investors/shareholder-services/shareholder-meetings/>.

As required by the Listing Rules of the London Stock Exchange, copies of all resolutions passed by the company other than resolutions concerning ordinary business have been forwarded to the UK's National Storage Mechanism where they will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

For further information, please contact:

**Susan Lannigan**  
**Deputy Company Secretary**  
**Grafton Group plc**  
**Telephone: +353 1 2160600**