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If you have sold or otherwise transferred all your Grafton Units, please send this document and the accompanying Form of Proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

GRAFTON GROUP plc

Notice of 2015 Annual General Meeting

Amendment of Memorandum and Articles of Association in response to the Companies Act 2014

A letter from the Chairman of Grafton Group plc is set out on pages 3 to 5 of this document.

Your attention is drawn to the Notice of the Annual General Meeting to be held at 10.30am on 12 May 2015 at the IMI Conference Centre, Sandyford Road, Dublin 16, Ireland which is set out on pages 9 to 12 of this document.

A Form of Proxy for use at the meeting is enclosed and, if you wish to appoint a proxy, the Form of Proxy should be returned to the Company's Registrars, Capita Asset Services, Shareholder solutions (Ireland) at P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or at 2 Grand Canal Square, Dublin 2 (if delivered by hand) so as to be received no later than 10.30am on 10 May 2015. Alternatively, you may appoint a proxy electronically by visiting the website of the Company's Registrars at www.capitashareportal.com and entering the Company name, Grafton Group plc. You will need to register for the Share Portal by clicking on "registration section" (if you have not registered previously) and following the instructions. You will need your Investor Code (IVC) to submit your appointment.

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EXPECTED TIMETABLE OF EVENTS

Latest time for return of proxies for Annual General Meeting	10.30am on Sunday, 10 May 2015
Annual General Meeting	10.30am on Tuesday, 12 May 2015

AGENDA OF ANNUAL GENERAL MEETING

Ordinary Business

1. To receive and consider the financial statements for the year ended 31 December 2014.
2. Election and re-election of Directors.
3. Authorisation to fix the remuneration of the Auditors.
4. (a) Advisory vote on the Chairman's Annual Statement and the Annual Report on Remuneration of the Remuneration Committee for the year ended 31 December 2014.

(b) Advisory vote on an amendment to the Remuneration Policy Report of the Remuneration Committee.
5. Authorisation to retain the power to convene an Extraordinary General Meeting on 14 clear days' notice.

Special Business

6. Authorisation to allot relevant securities.
7. Authorisation to dis-apply statutory pre-emption rights.
8. Authorisation of market purchases of the Company's own shares.
9. Determination of the price range for the re-issue of treasury shares off-market.
10. Amendment to the Memorandum of Association on commencement of the Companies Act 2014.
11. Adoption of revised Articles of Association on commencement of the Companies Act 2014.
12. Authorisation to increase the limit on the aggregate annual amount of directors' fees in the Articles of Association to €750,000.

GRAFTON GROUP plc
(the “Company”)

(Registered in Ireland No. 8149)

Directors

Michael Chadwick (Chairman)
Gavin Slark (Chief Executive Officer)
David Arnold (Chief Financial Officer)
Roderick Ryan (Senior Independent Director)
Charles M. Fisher (Non-Executive Director)
Annette Flynn (Non-Executive Director)
Frank van Zanten (Non-Executive Director)

Registered Office:

Heron House
Corrig Road
Sandyford Industrial Estate
Dublin 18

31 March 2015

Dear Shareholder,

Introduction

I am writing to you to explain the resolutions to be proposed as special business at the forthcoming Annual General Meeting (the “AGM”), all of which the Board is recommending for your approval.

Your attention is drawn to the notice of the AGM which will be held at the IMI Conference Centre, Sandyford Road, Dublin 16, Ireland at 10.30am on 12 May, 2015, which is set out on pages 9 to 12 of this document.

The Board has agreed that all Directors will retire and seek election/re-election at the forthcoming AGM. This is not required legally or by the Company’s Articles of Association but is in line with best practice and the provisions of the 2012 UK Corporate Governance Code. A formal evaluation of the performance of all Directors was conducted which confirmed that each of the Directors continues to perform effectively and demonstrate a strong commitment to the role. I recommend that each of the Directors going forward be elected/re-elected at the 2015 AGM.

In Resolution 4a, although not required under the Irish Companies Acts, the Board is proposing to submit the Chairman’s Annual Statement and the Annual Report on Remuneration of the Remuneration Committee, as set out on pages 51, 52 and 61 to 69 of the 2014 Annual Report, to a non-binding advisory vote at the 2015 AGM, in line with the practice adopted at last year’s AGM.

In Resolution 4b, shareholders are being asked to consider an amendment to the Remuneration Policy Report which was approved by shareholders on a non-binding advisory basis for a period of three year’s at last year’s AGM. The Remuneration Committee has taken account of performance and benchmarking and decided that the limit currently placed on the value of awards that may be granted under long term incentives should be capable of applying in any year and should not be limited to the first year of employment. As this will be a revision to the Remuneration Policy approved at last year’s AGM, it will be put to an advisory vote at the 2015 AGM. Details of the proposed amendment are set out on pages 52 and 56 of the 2014 Annual Report. It is anticipated that the revised Remuneration Policy will apply until the 2017 Annual General Meeting.

Resolution No. 5 is a special resolution. If adopted, Resolution No. 5 will maintain the existing authority in the Articles of Association which permits the Company to convene an Extraordinary General Meeting on 14 days’ notice in writing where the purpose of the meeting is to consider an ordinary resolution. As a matter of policy, the 14 days’ notice will only be utilised where the Directors believe that it is merited by the business of the meeting and is to the advantage of shareholders as a whole.

In addition to the ordinary business to be transacted at the AGM, there are various items of special business which are described further below.

Special Business at AGM

Resolution No. 6 – Authority to allot Relevant Securities

In Resolution 6, shareholders are being asked to renew the Directors' authority to allot and issue shares. If adopted, this authority will authorise the Directors to issue shares up to the authorised but unissued share capital of the Company up to an aggregate amount of €3,356,385 in nominal value of new ordinary shares. This is equal up to approximately 29 per cent of the nominal value of the existing issued ordinary share capital of the Company as at the date of the Notice of the AGM. The authority under this resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

Resolution No. 7 - Authority to Dis-apply Statutory Pre-emption Rights

At the AGM held in 2014, shareholders gave the Directors power to allot shares for cash otherwise than in accordance with statutory pre-emption rights. That power will expire at the close of business on the date of the forthcoming AGM.

The Directors will, at the forthcoming AGM, seek power to allot shares for cash, otherwise than in accordance with statutory pre-emption rights, by way of rights issues up to the amount of the unissued share capital of the Company, or otherwise up to an approximate aggregate nominal value of approximately €600,000 on the basis that this limit shall apply to all allotments for cash and any treasury shares that may be reissued for cash. This limit is equivalent to approximately 5 per cent of the nominal value of the issued share capital of the Company. The power under this Resolution will expire (under the Articles of Association of the Company) at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier. The Board has no present intention of making such an issue of shares.

Resolution No. 8 - Authority to Make Market Purchases of the Company's Own Shares

At the 2014 AGM, shareholders gave the Company and/or any of its subsidiaries authority to make market purchases of up to 10 per cent of the Company's own shares. Under Resolution No. 8 shareholders are being asked to renew this authority.

The Directors monitor the Company's share price and may from time to time exercise this power to make market purchases of the Company's own shares, at price levels which they consider to be in the best interests of the shareholders generally, after taking account of the Company's overall financial position. The minimum price which may be paid for any market purchase of the Company's own shares will be the nominal value of the shares and the maximum price which may be paid will be 105 per cent of the then average market price of the shares.

Resolution No. 9 - Authority to Re-issue Treasury Shares

Shareholders are being asked to sanction the price range at which any treasury share (that is a share of the Company redeemed or purchased and held by the Company rather than being cancelled) may be re-issued other than on the Stock Exchange. The maximum and minimum prices at which such a share may be re-issued are 120 per cent and 95 per cent, respectively of the average market price of a share calculated over the five business days immediately preceding the date of such re-issue.

Resolutions No. 10 and No. 11 – Amendment of the Memorandum and Articles of Association in response to the Companies Act 2014

Resolutions No. 10 and No. 11 are being proposed in response to the new Companies Act 2014 which is expected to become law on 1 June 2015. The purpose of these resolutions is to amend the Memorandum and Articles of Association of the Company in order to bring them into line with the provisions of the Companies Act 2014 and make some consequential and housekeeping changes. An explanation of the changes which will be made by these resolutions is set out in the Appendix to this Circular. A copy of the Memorandum and Articles of Association in the form amended by these resolutions is available on the Company's website and will also be available for inspection at the registered office of the Company during business hours on any business day from the date of this Circular up to and including the date of the Annual General Meeting as well as being available at the Annual General Meeting on 12 May 2015.

Resolution No. 12 – Amendment to Article 86 of the Articles of Association Regarding Directors' Fees

It is provided in Article 86 of the Company's Articles of Association that the aggregate fee of the Directors shall not exceed the sum of €300,000 per annum or such greater sum as shall be determined from time to time by ordinary resolution of the Company. At the 2005 AGM, shareholders approved an ordinary resolution which increased this limit to €500,000. In Resolution No. 12 it is proposed that this limit be increased to €750,000 per annum.

Further Action

A Form of Proxy for use at the AGM is enclosed. To be valid, the Form of Proxy must be completed and returned to the Company's Registrars, Capita Asset Services, Shareholder solutions (Ireland) at P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or at 2 Grand Canal Square, Dublin 2 (if delivered by hand) no later than 10.30am on 10 May, 2015. Alternatively, you may appoint a proxy electronically, by visiting the website of the Company's Registrars at www.capitashareportal.com and entering the Company name, Grafton Group plc. You will need to register for the Share Portal by clicking on "registration section" (if you have not registered previously) and following the instructions. You will need your Investor Code (IVC), which can be found at the top of your proxy form. The completion and lodging of a Form of Proxy will not prevent you from attending and voting in person at the meeting should you so wish.

RECOMMENDATION

Your Board considers that the proposals set out above are in the best interests of shareholders as a whole and, accordingly, your Board recommends that you vote in favour of the resolutions at the AGM.

Yours sincerely,

Michael Chadwick
Chairman

APPENDIX

Explanation of Proposed Amendments to the Memorandum and Articles of Association

1. Introduction

The Companies Act 2014 is expected to become effective on 1 June 2015. When it does, many provisions in the existing companies legislation in Ireland will be altered. The purpose of Special Resolutions 10 and 11 is to make certain amendments to the Memorandum and Articles of Association in order to ensure that these changes to Irish company law will not have an unintended effect on the Memorandum and Articles of Association by altering how the provision in the Memorandum and Articles of Association are to be applied. In other words, Special Resolutions 10 and 11 are intended to preserve the status quo in so far as possible.

As all of the changes described below are intended to preserve the status quo, it is therefore not considered necessary to vote separately on each amendment to the Memorandum and Articles of Association.

2. Special Resolution 10

This special resolution is being proposed in order to make minor amendments to Paragraphs 2 and 3(z) of the Memorandum of Association so as to update the statutory references in this paragraph in order to be consistent with the new Companies Act 2014.

3. Special Resolution 11

Under this resolution, it is proposed to make the following amendments to the Articles of Association:-

- (a) Articles 1, 2, 3, 4A, 8, 32, 62, 74 and 102 contain references to sections in the existing companies legislation. This resolution will amend these statutory references in order to ensure that they are consistent with the corresponding provisions in the Companies Act 2014.
- (b) The Companies Act 2014 adopts a new approach in regard to the articles of association of all companies. Instead of making provisions for a model set of articles of association as was done with Table A in the Companies Act 1963, the Companies Act 2014 now contains specific sections which apply to all companies unless the articles of association specifically exclude them. As these provisions deal with matters which are already specified in the Articles of Association of the Company, it is necessary to include a new provision in Article 1 in order to dis-apply these optional sections of the Companies Act 2014. As Table A is no longer relevant, it is no longer necessary to continue with its disapplication in Article 1. A summary of each of the provisions which are therefore being specifically excluded by the new Article 1 is set out below:
 - (i) Sections 77 to 81 deal with the making of calls in respect of unpaid amounts due on shares issued by the Company. These sections are being dis-applied as the matter is already covered by Articles 19 to 25;
 - (ii) Section 95(1)(a) is being dis-applied as the Directors discretion to decline a transfer of shares is dealt with more restrictively in Article 34(a).
 - (iii) Section 95(2)(a) is being dis-applied as otherwise it would allow the directors to charge a fee when registering the transfer of a share;

- (iv) Section 96(2) to (11) deal with the transmission of shares in the Company. This section is being disappplied as the matter is already covered by Articles 42 to 45;
- (v) Section 124 deals with the declaration and payment of dividends by the Company. This section is being disappplied as the matter is already covered by Articles 122 to 124;
- (vi) Section 125(3) deals with the use of cheques, negotiable instruments and bank transfers for the payment of dividends by the Company. This section is being disappplied as the matter is already covered by Article 127;
- (vii) Sections 144(3) and 144(4) deal with the appointment of directors. These sections are being disappplied as the matter is already covered by Articles 93 to 95;
- (viii) Section 148(2) deals with how the office of a director may be vacated early. This section is being disappplied as the matter is already covered by Article 96;
- (ix) Section 158(3) is being disappplied as otherwise it would make a material alteration to borrowing powers of the Directors which are already set out in Article 102;
- (x) Sections 159 to 165 deal with the appointment of a managing director, the establishment of board committees, matters relating to board procedure and the appointment of alternate directors. These sections are being disappplied as these matters are already covered by Articles 99, 103, 105 to 111 and 114 to 115;
- (xi) Section 182(2) and 182(5) deal with the quorum required for a meeting of the Company. This section is being disappplied as the matter is already covered by Articles 63 and 64;
- (xii) Section 183(3) is being disappplied as otherwise it would prohibit the appointment of multiple proxies which is already permitted by Article 79(a);
- (xiii) Section 187 deals with the conduct of the meetings of the Company. This section is being disappplied as the matter is already covered by Articles 62 to 68;
- (xiv) Section 188 deals with voting at the meetings of the Company. This section is being disappplied as the matter is already covered by Articles 69 to 73 and 76;
- (xv) Section 218(5) deals with timing of a deemed receipt of a notice. This section is being disappplied as the matter is already covered by Articles 142 and 145 to 147;
- (xvi) Section 229, 230 and 1113 deal with the interests of directors. These sections are being disappplied as the matter is already covered by Article 103;
- (xvii) Sections 338(5) and 338(6) deal with the delivery of the financial statements via the website of the Company. This sections is being disappplied as the matter is already covered by Article 138;

- (xviii) Section 618(1)(b) deals with the distribution of property on a winding up of the Company. This section is being disapplied as the matter is already covered by Article 152;
 - (xix) Section 1090 deals with the rotation of directors. This section is being disapplied as the matter is already covered by Articles 89 to 91; and
 - (xx) Section 1092 deals with the remuneration of the directors. This section is being disapplied as the matter is already covered by Articles 86 to 88.
- (c) In various places in the articles of association, the expression “undenominated capital” is being inserted as this expression is now used in the Companies Act 2014 to refer to that part of a company's issued share capital which is not represented by the nominal value paid up on the issued shares.
 - (d) Article 62(a) is being amended in order to ensure that it will be consistent with Section 186 which specifies what constitutes the ordinary business of the Company's Annual General Meeting.
 - (e) The deletion of the time limits at the end of Article 83 in regard to the latest time within which a proxy may be revoked is being deleted as this is now governed by Section 183(10).
 - (f) Section 228(1)(d) is an entirely new restriction regarding the use of company property by directors. A new sub-paragraph in Article 87 is therefore being adopted in order to ensure that directors can continue to use company property in accordance with the Company's fair usage policies and their terms and conditions of employment.
 - (g) Sections 228(1)(e) and 228(2) are entirely new. It is proposed therefore to include a new sub-paragraph (g) after what is currently Article 103 (vi) in order to make it clear that Section 228(1)(e) will not restrict anything which may be done by any director in accordance with the prior authorisation of the board or a board committee. In addition, the new article prohibits any individual director entering into any commitment which might otherwise be permitted by Section 228(2) without the prior approval of the board or a committee of the board.
 - (h) Articles 135 to 139 have been amended in order to take account of the new requirements regarding the maintenance of accounting records set out in Chapter 2 of Part 6 of the Companies Act 2014. In Article 138 the directors may use the power provided for in the Companies Act 2014 to send shareholders summary financial statements in lieu of the full statutory financial statements of the Company. However, where the directors elect to do so, any shareholder may request a full copy of the financial statements of the company to be sent to him or her.
 - (i) The indemnity set out in Article 153 has been amended to more closely reflect the wording of Sections 233 to 235 of the Companies Act 2014.

GRAFTON GROUP PLC
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Grafton Group plc will be held at the IMI Conference Centre, Sandyford Road, Dublin 16, Ireland on 12 May, 2015 at 10.30am for the following purposes:

- (1) To receive and consider the financial statements for the year ended 31 December 2014 together with the reports of the Directors and the auditors thereon.

(Resolution No. 1)

- (2) By separate resolutions, to elect/re-elect the following Directors who retire and, being eligible, offer themselves for election/re-election:

Michael Chadwick

(Resolution No. 2a)

Charles M. Fisher

(Resolution No. 2b)

Annette Flynn

(Resolution No. 2c)

Roderick Ryan

(Resolution No. 2d)

Frank van Zanten

(Resolution No. 2e)

David Arnold

(Resolution No. 2f)

Gavin Slark

(Resolution No. 2g)

Biographical information on the Directors eligible for election/re-election is set out on pages 10 and 11 of the 2014 Annual Report.

- (3) To authorise the Directors to fix the remuneration of the auditors for the year ending 31 December 2015.

(Resolution No. 3)

- (4) By separate resolutions:

- (a) To receive and consider the Chairman's Annual Statement and the Annual Report on Remuneration of the Remuneration Committee for the year ended 31 December 2014 set out on pages 51, 52 and 61 to 69 of the 2014 Annual Report. *(This is an advisory, non-binding resolution.)*

(Resolution No. 4a)

- (b) To receive and consider the amendment to the Remuneration Policy Report of the Remuneration Committee as described in the Report of the Remuneration Committee on Director's Remuneration set out on pages 52 and 56 of the 2014 Annual Report. *(This is an advisory, non-binding resolution.)*

(Resolution No. 4b)

- (5) **To consider and, if thought fit, pass the following resolution as a special resolution:**

"That it is hereby resolved that the provision in Article 57 allowing for the convening of an Extraordinary General Meeting by at least fourteen Clear Days' notice (where such meetings are not convened for the passing of a special resolution) shall continue to be effective."

(Resolution No. 5)

As Special Business:

(6) To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company for the purposes of Section 20 of the Companies (Amendment) Act, 1983 (the “1983 Act”) and Section 1021 of the Companies Act 2014, to allot relevant securities (within the meaning of Section 20 of the 1983 Act and Section 1021 of the Companies Act 2014), up to a maximum nominal amount equal to €3,356,385 provided that this authority shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this resolution, or the date 15 months after the date of the passing of this resolution, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.”

(Resolution No. 6)

(7) To consider and, if thought fit, pass the following resolution as a special resolution:

“That in accordance with the powers, provisions and limitations of Article 8 (iii) of the Articles of Association of the Company, the Directors be and they are hereby empowered to allot equity securities for cash provided that the sum of the nominal value of all allotments made pursuant to this authority in accordance with sub-paragraph (b) of Article 8 (iii) and all treasury shares (as defined in Section 209 of the Companies Act 1990 and 106 of the Companies Act 2014) re-issued pursuant to Resolution 9 in the Notice of this meeting shall not exceed an aggregate nominal value of approximately €600,000, provided however that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

With the commencement of the Companies Act 2014, the authority conferred by this resolution shall be applied as if the references to Sections 20 and 23 of the 1983 Act in Article 8(iii) are deemed to refer to sections 1021, 1022, 1023 of the Companies Act 2014.”

(Resolution No. 7)

(8) To consider and, if thought fit, pass the following as a special resolution:

“That, the Company and/or any of its subsidiaries (as defined by section 155 of the Companies Act, 1963) be and are hereby generally authorised to make market purchases (within the meaning of Section 212 of the Companies Act, 1990) from time to time of shares of any class in the Company up to a maximum number of shares equal to ten per cent of the Company’s issued share capital at the date of the passing of this resolution, provided that this authority shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this resolution, or the date 15 months after the date of the passing of this resolution, whichever comes first, save that the Company and/or any of its subsidiaries as aforesaid may before such expiry make a contract of purchase which would or might be executed wholly or partly after the expiry of this authority, so, however, that purchases of shares will be limited to a maximum price which will not exceed the higher of:

- (a) an amount equal to the higher of the last independent trade in the Company’s shares and the highest current independent bid for the Company’s shares on the London Stock Exchange; and

- (b) 5 per cent above the average of the closing prices of the shares taken from the Official List of the London Stock Exchange for the five business days before the purchase is made;

and to a minimum price which will not be less than the par value of the shares at the time the purchase is made.

With the commencement of the Companies Act 2014, the authority conferred by this resolution shall be applied as if the references to Section 155 of the Companies Act 1963 and Section 212 of the Companies Act 1990 are to be deemed to refer to Sections 7 and 1072 of the Companies Act 2014.”

(Resolution No. 8)

(9) To consider and, if thought fit, pass the following resolution as a special resolution:

“That, for the purposes of Section 209 of the Companies Act, 1990, the re-issue price range at which any treasury shares (as defined by the said Section 209) for the time being held by the Company may be re-issued off-market shall be as follows:

- (a) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120 per cent of the Appropriate Price; and
- (b) the minimum price at which a treasury share may be re-issued off-market shall be an amount equal to 95 per cent of the Appropriate Price or the par value of a share in the case of any share issued for the purpose of any scheme or plan which has been approved by the Company’s shareholders in General Meeting.

For the purposes of this resolution the expression “Appropriate Price” shall mean the average of five amounts resulting from determining whichever of the following {(i), (ii) or (iii) specified below} in relation to shares of the class of which such treasury shares is to be re-issued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-issued, as determined from information published in the Official List of the London Stock Exchange reporting the business done on each of these five business days:-

- (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (iii) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day;

and if there shall be only a bid (but not an offer) or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the Appropriate Price. If the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price is to be determined is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange. The authority hereby conferred shall expire at the close of business on the day of the next Annual General Meeting of the Company or the date 15 months after the date of the passing of this resolution, whichever is the earlier, unless previously varied or renewed in accordance with the provisions of Section 209 of the Companies Act, 1990.

With the commencement of the Companies Act 2014, the authority conferred by this resolution shall be applied as if the references to section 209 of the Companies Act 1990 are deemed to refer to section 1078 of the Companies Act 2014.”

(Resolution No. 9)

(10) To consider and, if thought fit, pass the following resolution as a special resolution:

“That with effect from the commencement of the Companies Act 2014, the memorandum of association, in the form produced to the meeting and initialled by the Chairman for the purposes of identification, be adopted in substitution for, and to the exclusion of, the existing memorandum of association of the Company.”

(Resolution No. 10)

(11) To consider and, if thought fit, pass the following resolution as a special resolution:

“That with effect from the commencement of the Companies Act 2014, the articles of association, in the form produced to the meeting and initialled by the Chairman for the purposes of identification, be adopted in substitution for, and to the exclusion of, the existing articles of association of the Company.”

(Resolution No. 11)

(12) To consider and, if thought fit, pass the following resolution as a special resolution:

“That, the reference to “€300,000” in Article 86 of the Articles of Association of the Company, be deleted and “€750,000” be substituted in its place.

If Resolution 11 is adopted, this change shall also be deemed to be incorporated into Article 87 of the Articles of Association as adopted pursuant to Resolution 11.”

(Resolution No. 12)

Charles Rinn
Company Secretary
Grafton Group plc
Heron House
Corrig Road
Sandyford Industrial Estate
Dublin 18

31 March 2015

NOTES TO NOTICE OF ANNUAL GENERAL MEETING OF GRAFTON GROUP PLC

1. A member entitled to attend, speak, ask questions and vote is entitled to appoint a proxy to attend, speak, ask questions and vote on his behalf. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending, speaking, asking questions and voting at the meeting should the member subsequently wish to do so. A member may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that member. Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the Form of Proxy.
2. As a member, you have several ways to exercise your right to vote:
 - (a) By attending the Annual General Meeting in person;
 - (b) By appointing (either electronically or by returning a completed Form of Proxy) the Chairman or another person as a proxy to vote on your behalf;
 - (c) By appointing a proxy via the CREST System if you hold your shares in CREST.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.

3. You may appoint the Chairman of the Meeting or another individual as your proxy. You may appoint a proxy by completing the enclosed Form of Proxy, making sure to sign and date the form at the bottom and return it to the Company's Registrars, Capita Asset Services Shareholder solutions (Ireland) at P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or at 2 Grand Canal Square, Dublin 2, Ireland (if delivered by hand) no later than 10.30am on 10 May 2015. If you are appointing someone other than the Chairman as your proxy, then you must fill in the details of your representative at the meeting in the box in the top right corner of the Form of Proxy. If you appoint the Chairman or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by ticking the relevant boxes on the Form of Proxy. Alternatively, a member may appoint a proxy or proxies electronically by logging on to the website of the registrars, Capita Asset Services Shareholder solutions (Ireland) at www.capitashareportal.com and entering the Company name, Grafton Group plc. You will need to register for the Share Portal by clicking on "registration section" (if you have not registered previously) and following the instructions. Shareholders will be asked to enter their Investor Code (IVC) as printed on the top of the Form of Proxy and agree to certain conditions.
4. To be effective, the Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Company's Registrars, Capita Asset Services Shareholder solutions (Ireland) at P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or at 2 Grand Canal Square, Dublin 2, Ireland (if delivered by hand) not less than 48 hours before the time appointed for the holding of the meeting.
5. The Company, pursuant to Section 134A of the Companies Act 1963 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996 (as amended) (the "CREST Regulations"), specifies that only those shareholders registered in the Register of Members of the Company at close of business on 10 May 2015 (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
6. 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 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 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 Proxy Instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited ("EUI")'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 Capita Asset Services Shareholder solutions (Ireland) (ID7RA08) by 10.30am on 10 May 2015. 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 Capita Asset Services Shareholder solutions (Ireland) 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 providers should note that EUI 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 Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
7. If you or a group of shareholders hold 6,977,993 Grafton units representing at least 3% of the issued share capital of the Company, you or the group of shareholders acting together have the right to put an item on the agenda of the Annual General Meeting. In order to exercise this right, written details of the item you wish to have included in the AGM agenda together with a written explanation why you wish to have the item included in the agenda and evidence of your shareholding must be received by the Company Secretary at Grafton Group plc, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 or by email to meetings@graftonplc.com no later than 42 days before the AGM meeting. An item cannot be included in the AGM agenda unless it is accompanied by the written explanation and received at either of these addresses by this deadline.

8. If you or a group of shareholders hold 6,977,993 Grafton units representing at least 3% of the issued share capital of the Company, you or the group of shareholders acting together have the right to table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provision in company law. In order to exercise this right, the text of the draft resolution and evidence of your shareholding must be received by post by the Company Secretary at Grafton Group plc, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 or by email to meetings@graftonplc.com by no later than 42 days before the AGM meeting. A resolution cannot be included in the AGM agenda unless it is received at either of these addresses by this deadline. Furthermore, shareholders are reminded that there are provisions in company law which impose other conditions on the right of shareholders to propose resolutions at the general meeting of a company.
9. Pursuant to section 134C of the Companies Act 1963, shareholders have a right to ask questions related to items on the AGM agenda and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if (a) an answer has already been given on the Company's website in the form of a "Q&A" or (b) it would interfere unduly with preparation for the meeting or the confidentiality or business interests of the Company or (c) it appears to the Chairman that it is undesirable in the interests of good order of the meeting that the question be answered. Before the AGM, you may also submit a question in writing by sending a letter, and evidence of your shareholding at least three business days before the AGM (i.e. by 7 May 2015) to the Company Secretary, Grafton Group plc, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 or by email to meetings@graftonplc.com.
10. This AGM notice, copies of any draft documents or resolutions to be submitted to the meeting and copies of the forms to be used to vote by proxy as well as the details of the total number of shares and voting rights at the date of this notice, are available on the Company's website at www.graftonplc.com. Should you have not received a Form of Proxy, you may request this by telephoning the Company's Registrars on 00 353 (0) 1 553 0050 or by writing to the Company Secretary at the address set out above.
11. As at 31 March 2015 (being the latest practicable date prior to the issue of this Notice), the maximum potential outstanding share entitlements issued by the Company would (and subject to all vesting conditions being satisfied) result in the issue of 10,596,081 Grafton Units if such share entitlements were to be exercised. Further, the issue of all of these Units would represent approximately 4.35% of the enlarged equity (including treasury shares), or 4.82% (excluding treasury shares), if the Company were to exercise in full the proposed authority being sought in Resolution 8 above to purchase its own shares.