
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt about the action you should take, you are recommended to immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser who, if you are taking advice in Ireland, is authorised or exempted pursuant to the European Union (Markets in Financial Instruments) Regulations 2017 of Ireland or the Investment Intermediaries Act, 1995 of Ireland (as amended), or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 of the United Kingdom.

If you have sold or otherwise transferred all of 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 2018 Annual General Meeting

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 9 May 2018 at the IMI Conference Centre, Sandyford Road, Dublin 16, Ireland, which is set out on pages 6 to 8 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, Link Asset Services, Link Registrars Limited 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 7 May 2018. Alternatively, you may appoint a proxy electronically by visiting the website of the Company's Registrars at www.signalshares.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.

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EXPECTED TIMETABLE OF EVENTS

Latest time for return of proxies for Annual General Meeting	10.30am on Monday, 7 May 2018
Annual General Meeting	10.30am on Wednesday, 9 May 2018

AGENDA OF ANNUAL GENERAL MEETING

Ordinary Business

1. To receive and consider the financial statements for the year ended 31 December 2017.
2. Re-election of Directors.
3. Consideration of the continuation in office of PricewaterhouseCoopers as Auditors of the Company.
4. Authorisation to fix the remuneration of the Auditors.
5. Advisory vote on the Chairman's Annual Statement and the Annual Report on Remuneration of the Remuneration Committee for the year ended 31 December 2017.
6. Authorisation to retain the power to convene an Extraordinary General Meeting on 14 clear days' notice.

Special Business

7. Authorisation to allot relevant securities.
8. Authorisation to dis-apply statutory pre-emption rights and allot up to 5% of the issued ordinary share capital of the Company.
9. Authorisation of market purchases of the Company's own shares.
10. Determination of the price range for the re-issue of treasury shares off-market.

GRAFTON GROUP plc
(the “Company”)

(Registered in Ireland No. 8149)

Directors

Michael Roney (Chairman)
Gavin Slark (Chief Executive Officer)
David Arnold (Chief Financial Officer)
Frank van Zanten (Non-Executive Director)
Paul Hampden Smith (Non-Executive Director)
Susan Murray (Non-Executive Director)
Vincent Crowley (Non-Executive Director)

Registered Office:

Heron House
Corrig Road
Sandyford Industrial Estate
Dublin 18

26 March 2018

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 9 May 2018, which is set out on pages 6 to 8 of this document.

The Board has agreed that all Directors will retire and seek 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 2016 UK Corporate Governance Code. I recommend that each of the Directors going forward be re-elected at the 2018 AGM.

Resolution No. 3 is an advisory, non-binding resolution regarding the continuation in office of PricewaterhouseCoopers as Auditors of the Company.

In Resolution 5, 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 79 to 80 and 87 to 95 of the 2017 Annual Report, to a non-binding advisory vote.

Resolution No. 6 is a special resolution which, if adopted, will maintain the existing authority in the Articles of Association which permits the Company to convene an Extraordinary General Meeting on 14 clear days’ notice in writing where the purpose of the meeting is to consider an ordinary resolution. As a matter of policy, the 14 clear 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. 7 - Authority to Allot Relevant Securities

In Resolution 7, 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 €3,114,463. This is equal to approximately 26 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. 8 - Authority to Dis-apply Statutory Pre-emption Rights

At the AGM held in 2017, 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 issue up to the amount of the unissued share capital of the Company, or otherwise up to an aggregate nominal value of €594,805 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 ordinary 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.

The directors confirm their intention to follow the provisions of the Pre-emption Principles regarding cumulative usage of authorities within a rolling three-year period. These principles provide that companies should consult shareholders prior to issuing, other than to existing shareholders, shares for cash representing in excess of 7.5% of the Company's issued share capital in any rolling three-year period.

Resolution No. 9 - Authority to Make Market Purchases of the Company's Own Shares

At the 2017 AGM, shareholders gave the Company and/or any of its subsidiaries authority to make stock market purchases of up to 10 per cent of the Company's own shares. Under Resolution 9 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 stock market purchases of the Company's own shares, at price levels which they consider to be in the best interests of 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. 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 exercising this authority.

Resolution No. 10 - Authority to Re-issue Treasury Shares

In Resolution 10, 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.

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, Link Asset Services, Link Registrars Limited 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 7 May 2018. Alternatively, you may appoint a proxy electronically, by visiting the website of the Company's Registrars at www.signalshares.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, recommends that you vote in favour of the resolutions at the AGM.

Yours sincerely,

Michael Roney
Chairman

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 9 May, 2018 at 10.30am for the following purposes:

- (1) To receive and consider the Company's Financial Statements for the year ended 31 December 2017 together with the reports of the Directors and the Auditors thereon, and to review the Company's affairs.

(Resolution No. 1)

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

Michael Roney	(Resolution No. 2a)
Frank van Zanten	(Resolution No. 2b)
Paul Hampden Smith	(Resolution No. 2c)
Susan Murray	(Resolution No. 2d)
Vincent Crowley	(Resolution No. 2e)
David Arnold	(Resolution No. 2f)
Gavin Slark	(Resolution No. 2g)

Biographical information on the Directors eligible for re-election is set out on pages 64 and 65 of the 2017 Annual Report.

- (3) To consider the continuation in office of PricewaterhouseCoopers as Auditors of the Company. *(This is an advisory, non-binding resolution).*

(Resolution No. 3)

- (4) To authorise the Directors to fix the remuneration of the Auditors for the year ending 31 December 2018.

(Resolution No. 4)

- (5) 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 2017, which is set out on pages 79 to 80 and 87 to 95 of the 2017 Annual Report. *(This is an advisory, non-binding resolution.)*

(Resolution No. 5)

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

"That it is hereby resolved that the provision in Article 58 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. 6)

As Special Business:

(7) 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 allot relevant securities (within the meaning of Section 1021 of the Companies Act 2014) in accordance with the powers, provisions and limitations in Article 9(b) of the Articles of Association of the Company provided that the sum of the nominal value of all allotments made pursuant to this authority shall not exceed €3,114,463, representing approximately 26% of the nominal value of the issued ordinary share capital of the Company.”

To the extent provided in Article 9(b) of the Articles of Association of the Company, this authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2019 or 8 August 2019.

(Resolution No. 7)

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

“That subject to the approval of Resolution 7 in the Notice of this meeting, the Directors be and are hereby authorised to allot equity securities for cash in accordance with the powers, provisions and limitations in Article 9(c)(i) and (ii) of the Articles of Association of the Company provided that the sum of the nominal value of all allotments made pursuant to this authority in accordance with subparagraph (ii) of Article 9(c) and all treasury shares (as defined in Section 106 of the Companies Act 2014) re-issued while this authority remains operable shall not exceed an aggregate nominal value of €594,805 (11,896,091 Ordinary Shares) representing approximately 5% of the nominal value of the issued ordinary share capital.”

To the extent provided in Article 9(c) of the Articles of Association of the Company, this authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2019 or 8 August 2019.

(Resolution No. 8)

(9) 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 7 of the Companies Act 2014) be and are hereby generally authorised to purchase on a securities market (within the meaning of Section 1072 of the Companies Act 2014) from time to time shares of any class in the Company up to a maximum number of shares equal to ten per cent of the Company’s issued ordinary share capital at the date of the passing of this resolution and provided further 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 shall be limited to a minimum price which will not be less than the par value of the shares at the time the purchase is made.

This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2019 or 8 August 2019 save that the Company and/or any of its subsidiaries may before such expiry make a contract of purchase which would or might be executed wholly or partly after the expiry of this authority.”

(Resolution No. 9)

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

“That, for the purposes of Section 1078 of the Companies Act 2014, the re-issue price range at which any treasury shares (as contemplated by the said Section 1078) 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. This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2019 or 8 August 2019.”

(Resolution No. 10)

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

26 March 2018

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, Link Asset Services, Link Registrars Limited 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 7 May 2018. 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 left 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, Link Asset Services, Link Registrars Limited at www.signalshares.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, Link Asset Services, Link Registrars Limited 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 1105 of the Companies Act 2014 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 7 May 2018 (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 Link Asset Services, Link Registrars Limited (ID7RA08) by 10.30am on 7 May 2018. 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 Link Asset Services, Link Registrars Limited 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 7,122,654 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 7,122,654 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 1107 of the Companies Act 2014, 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 3 May 2018) 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 in 9 above.
11. As at 26 March 2018 (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 5,029,014 Grafton Units if such share entitlements were to be exercised. Further, the issue of all of these Units would represent approximately 2.07% of the enlarged equity (including treasury shares), or 2.30% (excluding treasury shares), if the Company were to exercise in full the proposed authority being sought in Resolution 9 above to purchase its own shares.

