

To be used for the Annual General Meeting of Grafton Group plc (the "Company") to be held on 28 April 2021 at 10.30am

Please indicate with an 'x' in the boxes below how you wish your votes to be cast. If you do not do so, the proxy will vote or abstain from voting as he/she thinks fit.

I/We\*, the person(s) named above, being (a) member(s) of the Company, HEREBY APPOINT

.....  
of .....

or failing him/her .....

of .....

or failing him/her the Chairman of the meeting, as my/our proxy to vote for me/ us on my/our behalf at the Annual General Meeting of the Company to be held on 28 April 2021 and at any adjournment thereof. I/We direct the proxy to vote for/against the resolutions to be proposed at such meeting, or to abstain from voting, as indicated. **(Delete as appropriate)**

**This proxy may be exercised in respect of ..... Ordinary Shares registered in my/our name(s).**

**(Delete as appropriate)**

**Note: If you appoint someone other than the Chairman to be your proxy, that person may not be able to attend if the prevailing COVID-19 measures require the Company to conduct the AGM as a closed meeting.**

**Note: Unless otherwise instructed the proxy will vote or abstain from voting as he/she thinks fit.**

Signature .....

Dated ....., 2021

PLEASE NOTE THAT COMPLETED FORMS MUST BE RETURNED NO LATER THAN 10.30am ON 26 APRIL 2021

RESOLUTIONS		FOR	AGAINST	ABSTAIN
(The resolutions are set out in full in the Notice of Annual General Meeting)				
1	To receive and consider the financial statements for the year ended 31 December 2020.			
2	To declare a final dividend of 14.5 pence per Ordinary Share for the year ended 31 December 2020.			
3	(a) To re-elect Michael Roney as a Director.			
	(b) To re-elect Paul Hampden Smith as a Director.			
	(c) To re-elect Susan Murray as a Director.			
	(d) To re-elect Vincent Crowley as a Director.			
	(e) To re-elect Rosheen McGuckian as a Director.			
	(f) To re-elect David Arnold as a Director.			
	(g) To re-elect Gavin Slark as a Director.			
4	To consider the continuation in office of PricewaterhouseCoopers as Auditors of the Company.			
5	To authorise the Directors to fix the remuneration of the Auditors for the year ended 31 December 2021.			
6	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 2020.			
7	To approve the convening of an Extraordinary General Meeting on 14 clear days' notice.			
8	To authorise the Directors to allot relevant securities.			
9	To authorise the Directors to dis-apply statutory pre-emption rights and allot up to 5% of the issued ordinary share capital of the Company.			
10	To authorise market purchases of the Company's own shares.			
11	To determine the price range for the re-issue of treasury shares off-market.			
12	To approve and adopt new Articles of Association to adopt the Shareholders' Rights Addendum			
13	To adopt the Grafton Group plc 2021 SAYE Plan			
14	To adopt the Grafton Group plc 2021 Long Term Incentive Plan			

Detach here

**ATTENDANCE FORM**

**Annual General Meeting 2021  
at Heron House, Corrig Road, Sandyford Business Park, D18 Y2X6  
on 28 April 2021 at 10.30 am**

Holder Ref: .....

Signature of Shareholder .....

Please do not post this section of the form but present it personally to gain admittance at the meeting.

<p><b>To be completed if you are a proxy</b></p> <p>Name of proxy (Block letters) .....</p> <p>Number of units in respect of which the proxy is appointed .....</p> <p>Signature .....</p>
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## NOTES

- (1) The health and safety of our shareholders, colleagues and advisers is a primary concern for Grafton Group plc (the “**Company**”) and its Board, who are closely monitoring developments relating to the COVID-19 pandemic (“**COVID-19**”) and guidance issued by the Government of Ireland in relation to COVID-19. We will take all recommendations and applicable law into account in the conduct of the Annual General Meeting (“**AGM**”). There will be limited ability to facilitate attendance in person, the AGM will be as brief as possible, observing social distancing measures, the venue will be vacated promptly after the AGM and refreshments will not be provided.
- (2) If current or similar restrictions relating to COVID-19 remain in force on the date of the AGM, the Board regrettably expects that the AGM will be held as a closed meeting (i.e. not generally open to the public). This is because the current COVID-19 measures published by the Government of Ireland provide that no organised indoor gatherings should take place and in order to prioritise the health and safety of our shareholders, colleagues and other stakeholders it will not be possible, on the basis of the current guidance, for shareholders to attend the AGM
- (3) Shareholder participation and engagement remains important to us and therefore, in the likely event that the AGM will be held as a closed meeting, shareholders will be provided with a facility to listen to the business of the meeting and raise questions during the meeting at the invitation of the Chairman through the Lumi platform, as described in further detail below. Any relevant updates regarding then conduct of the AGM, including any changes to the arrangements outlined in this Circular, will be announced via a Regulatory Information Service and will be available on the website of the Company at <https://www.graftonplc.com/investors/shareholder-services/shareholder-meetings/>. Shareholders should monitor the Company’s website for update announcements regarding the AGM in the event that circumstances change. Shareholders are also encouraged to keep up to date with the advice and guidance of the Government of Ireland and the Health Service Executive in relation to COVID-19.
- (4) In the event that it is not possible to hold the AGM either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable risk to health and safety, the AGM may be adjourned or postponed to a different time and/or venue, in which case notification of such adjournment or postponement will be given in accordance with the Company’s Articles of Association and will be announced via a Regulatory Information Service and will be available on the website of the Company at <https://www.graftonplc.com/investors/shareholder-services/shareholder-meetings/>
- (5) 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/her 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. Holders of CREST Depository Interests (“**CDIs**”) (“**CDI Holders**”) and/or participants of the Euroclear Bank SA/NV (“**Euroclear Bank**”) system (the “**EB System**”) (“**EB Participants**”) wishing to attend, speak or ask questions at the AGM must arrange to have themselves appointed as their own proxy as explained in notes 8 and 9 respectively below.
- (6) 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. An additional proxy form(s) may be obtained by contacting the Company’s Registrars, Link Registrars Limited on +353 (0) 1 553 0050, or you may photocopy this form. Please indicate in the space provided the number of shares in respect of which the proxy is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of all the votes attached to shares registered in your name (or if this proxy form has been issued in respect of a designated account for a member, all the votes attached to shares registered in respect of that designated account). All forms must be signed and should be returned together in the same envelope.
- (7) For shareholders whose name appears on the register of members of the Company (i.e. those who hold their Ordinary Shares in certificated form and who therefore do not hold their interests in Ordinary Shares as Belgian law rights through the EB System or as CDIs through the CREST system (“**CREST**”)), you may appoint a proxy by completing this Form of Proxy, making sure to sign and date the form at the bottom and return it to the Company’s Registrars, Link Registrars Limited at P.O. Box 1110, Maynooth, Co. Kildare, Ireland if delivered by post or at Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, Ireland if delivered by hand during normal business hours so as to be received by no later than 10.30am on 26 April 2021. 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 this 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 this Form of Proxy.

Alternatively, a member may appoint a proxy or proxies electronically by logging on to the website of the registrars, Link Registrars Limited at [www.signalshares.com](http://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 this Form of Proxy and agree to certain conditions.

- (8) Euroclear UK & Ireland Limited (“**EUI**”), the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received via a third party service provider, Broadridge Financial Solutions Limited (“**Broadridge**”). Further details on this service can be accessed on the EUI website at the following link, once you have logged in to your EUI account: “All you need to know about SRD II in Euroclear UK & Ireland” (see section **CREST International Service – Proxy voting**).

If you are a CDI Holder, you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions as required. To facilitate client set up, if you hold CDIs and wish to participate in the Broadridge proxy voting service, you will need to complete the following steps:

- Register for an account with EUI at the following web address: <https://www.euroclear.com/users/en/registration-choice.html>.
- Complete a Meetings and Voting Client Set-Up Application Form (the “**EUI Application Form**”), which will be available at the following link once you have logged in to your EUI account: [Meetings and Voting Client Set-up Form \(CRT408\)](#).
- A copy of the completed EUI Application Form must be returned to EUI by an authorised signatory (i.e. a nominated representative of the CDI Holder) with another relevant authorised signatory copied in for verification purposes (where appropriate) using the following email address: [eui.srd2@euroclear.com](mailto:eui.srd2@euroclear.com).
- Fully completed and returned EUI Application Forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform. Should shareholders have any queries on the Broadridge voting service, Broadridge can be contacted by telephone on **+1 800 353 0103** during normal US business hours.

Once CDI Holders have gained access to the Broadridge platform (by following the instructions set out above), they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver any such proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by the Euroclear Bank cut-off time and to agreed market requirements. Broadridge’s deadline will be earlier than Euroclear Bank’s voting instruction deadline. Alternatively, a CDI Holder can send a third party proxy voting instruction through Broadridge in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend (subject to the COVID-19 restrictions in place at the time of the AGM) and vote at the meeting for the number of shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions through Broadridge.

Broadridge’s voting deadline will be earlier than Euroclear Bank’s voting instruction deadline as set out above and is expected to be at least two (2) days prior to the Company’s proxy appointment deadline (i.e. 48 hours before the AGM). Voting instructions cannot be changed or cancelled after Broadridge’s voting deadline unless shares in the Company are transferred after Broadridge’s voting deadline but before the AGM record date (i.e. currently set as close of business on 24 April 2021) in which case Broadridge will use best endeavours to accept late votes from a shareholder who acquired CDIs after the Broadridge voting deadline.

CDI Holders are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

Should you have any queries in relation to completing and submit proxy appointments (including voting instructions) electronically via Broadridge, EUI can be contacted by email at [client\\_service\\_london@euroclear.com](mailto:client_service_london@euroclear.com) or by telephone on +44 (0)20 7849 0000. Lines are open from 5.00a.m. to 8.00 p.m. Monday to Friday, excluding Irish bank holidays.

(9) EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities – Service description". EB Participants can either send:

- electronic voting instructions to instruct Euroclear Nominees (or the Chairman (as proxy) on the instruction of Euroclear Nominees) to:
  - (i) vote in favour of all or a specific resolution(s);
  - (ii) vote against all or a specific resolution(s);
  - (iii) abstain for all or a specific resolution(s); or
  - (iv) give discretionary vote to the chairman for all or a specific resolution(s); or
- a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chairman of the meeting) (who may be a corporate representative or the EB Participant themselves) to attend the meeting (subject to the COVID-19 restrictions in place at the time of the AGM) and vote for the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address, nationality code). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions.

Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company's proxy appointment deadline, which, in the case of the AGM, would be a deadline of 9.30am on 26 April 2021. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures.

- (10) 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.
- (11) You may appoint the Chairman of the Meeting or another individual as your proxy. If you appoint someone other than the chairman of the meeting to be your proxy, that person may not be able to attend if the prevailing COVID-19 measures require the Company to conduct the AGM as a closed meeting.
- (12) To be effective, all proxy voting instructions (whether submitted directly or through the EB System or CREST) together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be received by the Company's Registrars, Link Registrars Limited at P.O. Box 1110, Maynooth, Co. Kildare, Ireland if delivered by post or to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, Ireland if delivered by hand during normal business hours not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. However, persons holding through the EB System or CREST will also need to comply with any additional voting deadlines imposed by the respective service offerings. All relevant persons are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.
- (13) The Company, pursuant to Section 1087G of the Companies Act 2014, specifies that only those shareholders registered in the Register of Members of the Company at close of business on 24 April 2021 (or in the case of an adjournment as at close of business on the date that is 4 days before the date 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.
- (14) All resolutions at the AGM will be put to a poll. Pursuant to Section 190(b) of the Companies Act 2014, where a poll is taken at the AGM, a Shareholder, present in person or by proxy, holding more than one share need not cast all his/her votes in the same way.
- (15) A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against a resolution.

FOR INFORMATION