

23 December 2020

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

### **Notice of Extraordinary General Meeting (“EGM”) of the Company to be held at the Offices of Grafton Group plc, Heron House, Corrig Road, Sandyford Business Park, Dublin 18, D18 Y2X6, Ireland at 10.30am on 21 January 2021.**

A circular which includes the notice of the EGM (the “Circular”) and a Form of Proxy have been made available to Shareholders today. The Board strongly urges Shareholders to review the contents of the Circular in their entirety, including the documents referred to therein, and to consider the Board's recommendation to vote in favour of the Resolutions.

#### **Replacement of CREST with Euroclear Bank for Electronic Settlement of Trading in Grafton Group plc Shares and Simplification of the Grafton Unit**

The UK will become a “third country” on 31 December 2020 as a result of the withdrawal of the United Kingdom from the EU (“Brexit”) and one of the effects of this is that settlement of the Group’s shares will need to migrate from CREST in London to Euroclear Bank in Belgium. As a direct consequence of the migration of the settlement system from London to Belgium, it will be necessary to simplify the Grafton Unit.

The business of the EGM is to consider and, if thought fit, approve certain resolutions relating to the replacement of CREST with a system operated by Euroclear Bank SA/NV for the electronic settlement of trading in the Company's shares (“**Migration Resolutions**”). Approval of the Migration Resolutions is necessary to ensure the Company's shares can continue to be settled electronically when they are traded on the London Stock Exchange and remain eligible for continued admission to trading and listing on this exchange.

For the reasons explained in the Circular, the Board is also proposing to simplify the Grafton Unit and is therefore seeking Shareholder approval for the surrender and cancellation of the ‘A’ Ordinary Shares and the purchase of the ‘C’ Ordinary Shares and related waiver of rights. It is proposed that the ‘A’ Ordinary Shares will be bought back for a nil consideration and cancelled and that the ‘C’ Ordinary Shares will be bought back at nominal value and the consideration waived in view of the immateriality of the amount involved relative to the cost of administering payment. If these resolutions are approved, the Grafton Unit will be replaced by an Ordinary Share of €0.05 each in the Company.

#### **Public Health Guidelines and the EGM**

The health and safety of our Shareholders, colleagues and advisers is a primary concern for Grafton and its Board who are closely monitoring developments relating to COVID-19 and guidance issued by the Government of Ireland in relation to the pandemic. We will take all recommendations and applicable law into account in the conduct of the EGM. If current or more onerous restrictions relating to COVID-19 remain in force on the date of the EGM, the Board expects that the EGM will be held as a closed meeting (i.e. not generally open to the public).

In the likely event that the EGM will be a closed meeting, Shareholders will be provided with a facility to listen to the business of the meeting as outlined in the Circular. This will include a facility for Shareholders to raise questions during the meeting at the invitation of the Chairman. The Company will continue to monitor the impact of COVID-19 and any relevant updates regarding the conduct of the EGM, including any changes to the arrangements outlined in the Circular, will be announced via a Regulatory Information Service and will be available on <https://www.graftonplc.com/investors/shareholder-services/shareholder-meetings/>.

A Shareholder may also submit a question in writing before the EGM, to be received at least two business days before the meeting (i.e. 19 January 2021) by email to [meetings@graftonplc.com](mailto:meetings@graftonplc.com) or by post to the Company Secretary, Grafton Group plc, Heron House, Corrig Road, Sandyford Business Park, Dublin 18, D18 Y2X6, Ireland. All correspondence should include sufficient information to identify a Shareholder on the Register of Members, for example, an IVC number, which is an 11 digit unique identifier printed on the proxy form.

Questions may be raised during the EGM through the Lumi platform as outlined below.

## **Further information in relation to the EGM**

If a Shareholder has any questions about the action they should take they are recommended to consult an independent professional adviser, who is authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended), if they are resident in Ireland, or who is authorised under the Financial Services and Markets Act, 2000 (as amended), if they are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if they are in a territory outside Ireland or the United Kingdom.

Subject to the preceding paragraph, if shareholders have any questions about the EGM or are in any doubt as to how to complete the Form of Proxy, please call Link Registrars Limited on + 353 1 5530050. Lines are open from 9:00 a.m. to 5:00 p.m. Monday to Friday, excluding bank holidays in Ireland. Please note that calls may be monitored or recorded and Link Registrars Limited cannot provide legal, tax or financial advice or advice on the merits of the Migration or the Resolutions.

## **Documents**

The Circular, Form of Proxy and copies of the documents referred to in the Circular are available to view on the Company's website, <https://www.graftonplc.com/investors/shareholder-services/shareholder-meetings/>, and will be available for inspection during normal business hours on any business day from the date of this notice until the EGM at the Company's offices at Heron House, Corrig Road, Sandyford Business Park, Dublin 18, D18 Y2X6, Ireland and at the offices of Squire Patton Boggs (UK) LLP, Premier Place, 2 & A Half Devonshire Square, London, EC2M 4UJ, United Kingdom.

Additionally, the Articles of Association in the proposed amended forms are available on the Company's website, <https://www.graftonplc.com/investors/shareholder-services/shareholder-meetings/> and will remain available up to the date of the EGM.

In accordance with UKLA Listing Rule 9.6.1, these documents will be submitted to the UK's National Storage Mechanism and will also shortly be available for inspection at the following location: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

## **Logging in to the EGM via the Lumi platform**

In order to ask questions and listen to the EGM via the Lumi platform, Shareholders will need to connect to the following site <https://web.lumiagm.com>. Lumi is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer V10 and lower are not supported), Edge and Safari and can be accessed using any web browser, on a PC or smartphone device.

Once Shareholders have accessed <https://web.lumiagm.com> from a web browser on a tablet or computer, they will be asked to enter the Lumi Meeting ID which is **138-517-438**. Shareholders will then be prompted to enter their unique 'Login Code' and 'PIN'. The Login Code is an 11 digit Investor Code (IVC), including any leading zeros. The PIN is the last 4 digits of the IVC. This will authenticate shareholders.

The IVC can be found on the proxy form, EGM attendance card, share certificate, or Signal Shares users ([www.signalshares.com](http://www.signalshares.com)) will find it under 'Manage your account' when logged in to the Signal Shares portal. Shareholders can also obtain this by contacting Link Registrars Limited on +353 1 553 0050. Lines are open from 9.00 a.m. to 5.00 p.m. Monday to Friday, excluding Irish bank holidays.

Access to the Lumi platform for the purpose of the EGM will be available from 30 minutes before the meeting start time. During the EGM, you must ensure you are connected to the internet at all times in order to listen to the business of the EGM. Therefore, it is your responsibility to ensure connection to the internet for the duration of the EGM. If you wish to raise a question at the EGM, you must dial in to the conference call number which will be accessible once you have logged in to the Lumi platform. A user guide to the audio webcast is available on our website at: <https://www.graftonplc.com/investors/shareholder-services/shareholder-meetings/>.

A duly appointed proxy or corporate representative should get the necessary IVC and PIN from the shareholder appointing them.

If Shares are held within a nominee, Shareholders will need to contact their nominee in order to arrange for the Login Code and PIN to be sent to them ahead of the meeting.

Shareholders will still need to submit their proxy form by the relevant deadline before the EGM, as it will not be possible to vote using the Lumi platform.

**For further information please contact:**

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