

5 May 2023

**Grafton Group plc
(the “Company”)**

**Results of the Annual General Meeting of the Company
held at 10.30am (Irish Time) on 4 May 2023**

Grafton Group plc (the “Company”) held its Annual General Meeting (“AGM”) on 4 May 2023 during which all ordinary and special resolutions were duly passed.

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

	RESOLUTION	FOR	%	AGAINST	%	WITHHELD
1	To receive and consider the financial statements for the year ended 31 December 2022.	135,480,445	99.10	1,226,228	0.90	152,492
2	To declare and pay a final dividend of 23.75 pence per Ordinary Share for the year ended 31 December 2022.	136,855,553	100.00	2,812	0.00	800
3a	To re-elect Paul Hampden Smith as a Director.	133,342,179	97.43	3,515,373	2.57	1,613
3b	To re-elect Susan Murray as a Director.	133,294,702	97.40	3,562,850	2.60	1,613
3c	To re-elect Vincent Crowley as a Director.	133,338,373	97.43	3,519,179	2.57	1,613
3d	To re-elect Rosheen McGuckian as a Director.	133,340,610	97.43	3,516,942	2.57	1,613
3e	To re-elect Avis Darzins as a Director.	133,916,166	97.85	2,941,386	2.15	1,613
3f	To re-elect David Arnold as a Director.	135,039,380	98.67	1,818,172	1.33	1,613
3g	To elect Eric Born as a Director.	136,698,508	99.88	159,044	0.12	1,613
3h	To re-elect Michael Roney as a Director.	117,658,694	78.97	31,340,034	21.03	1,360,437
4	To consider the continuation in office of PricewaterhouseCoopers as Auditors of the Company.	135,634,215	100.00	2,160	0.00	1,222,790
5	To authorise the Directors to fix the remuneration of the Auditors for the year ended 31 December 2023.	136,858,086	100.00	584	0.00	495
6	To receive and consider the Chair’s Annual Statement and the Annual Report on Remuneration of the Remuneration Committee for the year ended 31 December 2022.	110,868,940	81.01	25,989,020	18.99	1,205
7	To receive and consider the 2023 Remuneration Policy.	133,960,759	97.88	2,896,246	2.12	2,160

8	To approve the convening of an Extraordinary General Meeting on 14 clear days' notice.	133,258,554	97.37	3,600,116	2.63	495
9	To authorise the Directors to allot relevant securities.	135,608,948	99.09	1,245,143	0.91	5,074
10	To authorise the Directors to dis-apply statutory pre-emption rights and allot up to five per cent of the issued ordinary share capital of the Company.	136,808,890	99.97	37,799	0.03	12,476
11	To authorise market purchases of the Company's own shares.	135,581,724	99.09	1,240,077	0.91	37,364
12	To determine the price range for the re-issue of treasury shares off-market.	136,810,732	100.00	5,907	0.00	42,526

Although 79 per cent of votes cast supported Resolution 3h, we acknowledge that a notable minority of votes cast were against this resolution. The views of all our shareholders are important to us and we will consult with those shareholders who voted against this resolution to understand their specific concerns and publish an update in due course in accordance with the UK Corporate Governance Code.

Notes:

1. Votes "For" and "Against" are expressed as a percentage of votes received.
2. A vote "Withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" the resolution.
3. A total of 136,859,165 votes were validly cast for all resolutions other than Resolution 3h where the number of votes validly cast was 150,359,165.

The full text of these resolutions is set out in the Notice of AGM, which was included in the AGM Circular made available to shareholders on 16 March 2023 and which is available on the Company's website at: <https://www.graftonplc.com/investors/shareholder-services/shareholder-meetings/>.

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

For further information, please contact:

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