

Electronic proxy voting

Following the migration of the Company's ordinary shares (the "**Ordinary Shares**") from the CREST system ("**CREST**") to the system operated by Euroclear Bank SA/NV ("**Euroclear Bank**") (the "**EB System**") on 15 March 2021 (the "**Migration**"), the process for appointing a proxy and/or voting at the meeting will now depend on the manner in which you hold your Ordinary Shares in the Company.

For shareholders whose names appear 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 CREST Depositary Interests ("**CDIs**") through CREST), the Form of Proxy must be completed and returned to 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 so as to be received by no later than 10.30am on 26 April 2021.

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.

Persons who hold their interests in Ordinary Shares as Belgian law rights through the EB System or as CDIs through CREST should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.

Further Information for the holders of CDIs ("**CDI Holders**")

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 Meeting 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.

- 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 its service offering and initiate the process for granting your access to the Broadridge platform. Should shareholders have any queries on the Broadridge service offering, Broadridge can be contacted by telephone on [+1 800 353 0103](tel:+18003530103) 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. Alternatively, a CDI Holder can send a third party proxy voting instruction through the Broadridge platform 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 Ordinary 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. 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 submitting proxy appointments (including voting instructions) electronically via Broadridge, EUI can be contacted by email at client_service_london@euroclear.com or by telephone on [+44 \(0\)20 7849 0000](tel:+442078490000). Lines are open from 5.00 a.m. to 8.00 p.m. Monday to Friday, excluding Irish bank holidays.

Further Information for Euroclear Bank Participants

Investors who hold their interests in the Ordinary Shares of the Company through a participant account in the EB System ("**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" (the "**Euroclear Bank Service Description**"). EB Participants can either send:

- electronic voting instructions to instruct Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("**Euroclear Nominees**") (or the Chairman (as proxy) on the instruction of Euroclear Nominees) to:
 - (a) vote in favour of all or a specific resolution(s);
 - (b) vote against all or a specific resolution(s);
 - (c) abstain for all or a specific resolution(s); or

- (d) 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 AGM) (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.