

Electronic Proxy Voting

The process for appointing a proxy and/or voting at the AGM will 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 (the “**Register of Members**”) (i.e. those who hold ordinary shares of the Company (“**Ordinary Shares**”) in book-entry form directly on the Register of Members and who therefore do not hold their interests in Ordinary Shares as Belgian law rights through the Euroclear Bank SA/NV (“**Euroclear Bank**”) system (the “**EB System**”) (“**EB Participants**”) or as CREST Depositary Interests (“**CDIs**”) through the CREST system (“**CREST**”)), the Form of Proxy must be completed and returned to the Company’s registrars, MUFG Corporate Markets (the “**Registrar**”) at P.O. Box 7117, Dublin 2, Ireland if delivered by post or to MUFG Corporate Markets, Suite 149, The Capel Building, Mary’s Abbey, Dublin 7, D07 DP79, Ireland if delivered by hand during normal business hours so as to be received by no later than 10:30am (Irish Time) on Tuesday, 6 May 2025. 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 Form of Proxy.

Additionally, the Registrar has launched a shareholder app: Vote+. It’s free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple Store



Google Play



Further instructions on how to appoint a proxy are set out on the Form of Proxy.

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.

For the avoidance of doubt, all resolutions at the AGM will be decided on a poll at the demand of the Chair in accordance with the provisions of the Articles of Association of the Company and in line with current market practice.

Further Information for shareholders who hold their interests in Ordinary Shares as CDIs (“CDI Holders”)¹

In respect of CDI Holders, Euroclear UK & International 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 are set out on the “**All you need to know about SRD II in Euroclear UK & Ireland**” webpage of the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants (see the section entitled “**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 Global 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 a second authorised signatory of the CDI Holder also copied in for verification purposes 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 (Eastern Standard Time) 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 its 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 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 is expected to be two business days prior to Euroclear Bank’s voting instruction deadline, as set out below, and is expected to be close of business on Thursday, 1 May 2025. As stated above, CDI Holders should please consult with their stockbrokers to confirm any relevant Broadridge deadlines.

¹ Please note that all expected times and dates referenced in this AGM Circular are indicative only. CDI Holders should please consult with their stockbroker or other intermediary to confirm voting instruction deadlines.

CDI Holders should pay close attention to any notices specifically relating to the AGM and are strongly encouraged to familiarise themselves with Broadridge's arrangements, including the 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.

The Company understands that Broadridge will use its best endeavours to accept late votes, changes to votes and cancelled votes from a CDI Holder after their voting deadline but there is no guarantee that these will be processed within the requisite timeframes.

Should you have any queries in relation to completing and submitting proxy appointments (including voting instructions) electronically via Broadridge, please contact your dedicated client service representative at Broadridge.

Further Information for shareholders who hold their interests in Ordinary Shares as EB Participants²

Shareholders who hold their interests in Ordinary Shares as EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank and entitled "**Euroclear Bank as issuer CSD for Irish corporate securities – Service description**" and available on the Euroclear Bank website (www.euroclear.com) (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 Chair (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 discretion to the Chair to vote for all or a specific resolution(s); or
- a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the AGM) (who may be a corporate representative or the EB Participant themselves) to attend the meeting 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's voting instruction deadline is expected to be 9:30 am (Irish Time) on Tuesday, 6 May 2025. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

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

² Please note that all expected times and dates referenced in this AGM Circular are indicative only. EB Participants should please consult with their stockbroker or other intermediary to confirm voting instruction deadlines.