5 February 2025

**Grainger plc (“Grainger”/ the “Company”)**

**Result of AGM**

At the one hundred and twelfth Annual General Meeting of Grainger plc held on Wednesday 5 February 2025, all of the resolutions set out in the Notice of Meeting dated 13 December 2024 were passed by Shareholders by a poll and details of the votes cast are set out below. 616,502,183 proxy votes were received representing 83.13% of the total number of ordinary shares in issue (excluding treasury shares).

The following table gives details of the proxy votes lodged with Grainger’s registrar:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Resolutions** | **Total Votes For/Discretion** | **%****[[1]](#footnote-2)** | **Total Votes Against** | **%**  | **Total votes cast** | **Total Votes Withheld[[2]](#footnote-3)** |
| **1** | To approve and adopt the directors’ report and the audited financial statements for the year ended 30 September 2024 | 614,924,754 | 99.98 | 109,898 | 0.02 | 615,034,652 | 1,472,303 |
| **2** | To approve the Directors’ remuneration report for the year ended 30 September 2024 | 583,563,592 | 96.40 | 21,796,786 | 3.60 | 605,360,378 | 11,146,577 |
| **3** | To declare a dividend | 616,394,180 | 99.98 | 108,003 | 0.02 | 616,502,183 | 4,772 |
| **4** | To re-elect Mark Clare | 542,022,993 | 87.92 | 74,462,127 | 12.08 | 616,485,120 | 21,835 |
| **5** | To re-elect Helen Gordon  | 616,364,629 | 99.98 | 120,491 | 0.02 | 616,485,120 | 21,835 |
| **6** | To re-elect Robert Hudson | 615,908,360 | 99.91 | 576,541 | 0.09 | 616,484,901 | 22,054 |
| **7** | To re-elect Justin Read | 606,431,268 | 98.37 | 10,053,852 | 1.63 | 616,485,120 | 21,835 |
| **8** | To re-elect Janette Bell | 600,910,129 | 97.47 | 15,574,991 | 2.53 | 616,485,120 | 21,835 |
| **9** | To re-elect Carol Hui | 607,070,241 | 98.47 | 9,413,846 | 1.53 | 616,484,087 | 22,868 |
| **10** | To re-elect Michael Brodtman | 607,074,103 | 98.47 | 9,411,017 | 1.53 | 616,485,120 | 21,835 |
| **11** | To reappoint KPMG LLP as auditors of the Company | 614,427,540 | 99.66 | 2,067,964 | 0.34 | 616,495,504 | 11,451 |
| **12** | To authorise the directors to determine the remuneration of the auditors | 616,375,105 | 99.98 | 123,241 | 0.02 | 616,498,346 | 8,609 |
| **13** | To authorise the directors to allot shares | 584,097,946 | 94.74 | 32,399,078 | 5.26 | 616,497,024 | 9,931 |
| **14** | To authorise the directors to issue shares for cash\* | 584,895,698 | 94.87 | 31,601,785 | 5.13 | 616,497,483 | 9,472 |
| **15** | To authorise the directors to issue shares for cash in relation to the acquisition or other capital investment \* | 577,894,542 | 95.45 | 27,524,030 | 4.55 | 605,418,572 | 11,088,383 |
| **16** | To authorise the Company to purchase own shares\* | 614,307,960 | 99.66 | 2,068,845 | 0.34 | 616,376,805 | 130,150 |
| **17** | To reduce the notice period for general meetings (other than an Annual General Meeting) to not less than 14 clear days’ notice. \* | 597,058,926 | 96.85 | 19,429,937 | 3.15 | 616,488,863 | 18,092 |
| **18** | To authorise political donations up to £50,000 in aggregate | 608,370,528 | 98.77 | 7,552,044 | 1.23 | 615,922,572 | 584,383 |

(\* special resolutions)

As at the date of the Annual General Meeting, there were 741,609,008[[3]](#footnote-4) ordinary shares of 5p each in issue (excluding treasury shares).

Copies of all the resolutions passed, other than ordinary business, will be submitted to the [FCA](https://www.handbook.fca.org.uk/handbook/glossary/G2974.html)/UKLA and will be available for inspection through the National Storage Mechanism.

**Further information is available from:**

**Sapna B FitzGerald,**

**Group General Counsel and Company Secretary**

www.graingerplc.co.uk

1. These are votes received supporting the resolution or granting the Chairman or another third-party discretion to vote on their behalf in respect of the resolution. [↑](#footnote-ref-2)
2. A vote withheld is not a vote in law and is not counted in the calculation of the votes for or against a resolution. [↑](#footnote-ref-3)
3. As at close of business on Monday 3 February 2025, Grainger plc holds 1,506,300 shares in Treasury and has 741,609,008 ordinary shares in issue (excluding treasury shares). [↑](#footnote-ref-4)