

ATTENDANCE CARD

Grainger plc - ANNUAL GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at www.capitashareportal.com. If not already registered for the Share Portal, you will need your Investor Code below. Please note that if you do not return this form of proxy, you will not be sent one next year. Please see the notes overleaf for more detail.

To be held at the registered office of Grainger plc, Citygate, St. James' Boulevard, Newcastle upon Tyne NE1 4JE on 8 February 2017 at 12.30 p.m.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and bring it with you to the meeting. This will facilitate entry to the meeting.

Signature of person attending

Barcode:

Investor Code:

Notice of Availability – Notice of AGM and Annual Report and Accounts 2016

IMPORTANT – PLEASE READ CAREFULLY

You can now access the 2016 Annual Report and Accounts and the Notice of AGM by visiting this website: www.graingerplc.co.uk

If you wish to receive a paper copy of the Annual Report and Accounts and/or the Notice of AGM, please contact Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Telephone +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

Please note the deadline for receiving proxies is 12.30 p.m. on 6 February 2017.

FORM OF PROXY

Grainger plc - ANNUAL GENERAL MEETING

Bar Code:

Investor Code:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 1 over)

Name of proxy

Number of shares proxy appointed over

Event Code:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 12.30 p.m. on 8 February 2017 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see note 2 over. ☐ Please also tick here if you are appointing more than one proxy.

ORDINARY RESOLUTIONS	Please mark 'X' to indicate how you wish to vote			
		For	Against	Vote Withheld
1 To approve and adopt the directors' report and the audited financial statements for the year ended 30 September 2016.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2 To approve the directors' remuneration report.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3 To declare a dividend.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4 To re-elect Nick Jopling.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5 To re-elect Belinda Richards.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6 To re-elect Tony Wray.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7 To re-elect Andrew Carr-Locke.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8 To re-elect Helen Gordon.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
9 To re-elect Rob Wilkinson		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
10 To elect Vanessa Simms.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
11 To approve the directors' remuneration policy.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
12 To approve the 2017 LTIP plan.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
13 To authorise the SAYE 2017 scheme.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

ORDINARY RESOLUTIONS	Please mark 'X' to indicate how you wish to vote			
		For	Against	Vote Withheld
14 To reappoint KPMG LLP as auditors of the Company.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
15 To authorise the directors' to determine the remuneration of the auditors.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
16 To authorise the directors to allot shares for the purposes of s551 of the Companies Act 2006.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
17 To authorise the directors to allot equity securities (as per the circumstances in the Notice of Meeting)*		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
18 To authorise the directors to allot equity securities (as per the circumstances in the Notice of Meeting)*		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
19 To authorise the Company to make market purchases of its own shares.*		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
20 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.*		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
21 To authorise political donations and incur political expenditure.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

*SPECIAL RESOLUTION

Signature

Date

You may submit your proxy electronically at www.capitashareportal.com

JOB No	86527 Grainger proxy version B			DATE STARTED	12.12.16	STARTED BY	KATE
PREVIOUS JOB No	83080	DATE AMENDED	13.12.16	AMENDED BY	KATE	PROOF No.	3
TEMPLATE NAME		SIZE	210X297	COLOURS	BLACK		
SAVED IN	PROXY	A/C HANDLER	CC STUDIO	CLIENT'S NAME	N GREEN		

Notes

1.

Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2.

To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt will take precedence.
3.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
4.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
5.

To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6.

Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 6 February 2017. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7.

Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Shareholders wishing to vote online should visit www.capitashareportal.com and follow the instructions.
8.

The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
9.

The Form of Proxy over must arrive at PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 12.30 p.m. on 6 February 2017. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
10.

If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST CAPITA PXS (Please complete in block capitals. Delivery using this service can take up to 5 business days).
11.

In order to reduce our environmental impact and to make a cost saving, from next year paper Forms of Proxy will not be provided unless you submit a paper proxy vote this year. You will, of course, be able to register your votes online. However, you will still have the right to request a paper Form of Proxy. If you would like to continue receiving paper Forms of Proxy in future and are not submitting a paper proxy this year, please contact Capita.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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