

**PROXY VOTES  
FOR AGM 10 FEBRUARY 2009  
FINAL FIGURES**

**grainger plc**

| AGM RESOLUTIONS    |                     | FOR        |         | DISCRETION |         | TOTAL FOR  |                    | AGAINST   |                    |         | TOTAL VOTES | Withheld  |                    |         | Total proxies received |         | Shares voted                     | Shares not voted |
|--------------------|---------------------|------------|---------|------------|---------|------------|--------------------|-----------|--------------------|---------|-------------|-----------|--------------------|---------|------------------------|---------|----------------------------------|------------------|
|                    |                     | Votes      | Holders | Votes      | Holders | Votes      | % of proxies rec'd | Votes     | % of proxies rec'd | Holders |             | Votes     | % of proxies rec'd | Holders | Votes                  | Holders | 95,410,427                       | 43,191,693       |
|                    |                     |            |         |            |         |            |                    |           |                    |         |             |           |                    |         |                        |         |                                  |                  |
| 1                  | Report & Accounts   | 92,462,246 | 241     | 2,946,940  | 9       | 95,409,186 | 100.0%             | 1,241     | 0.0%               | 1       | 95,410,427  | 0         | 0.0%               | 0       | 95,410,427             | 251     | 69%                              | 31%              |
| 2                  | Remco               | 89,786,118 | 223     | 2,939,565  | 7       | 92,725,683 | 97.2%              | 2,048,703 | 2.1%               | 17      | 94,774,386  | 636,040   | 0.7%               | 9       | 95,410,426             | 256     |                                  |                  |
| 3                  | Dividend            | 90,447,143 | 242     | 2,939,565  | 7       | 93,386,708 | 97.9%              | 148,000   | 0.2%               | 2       | 93,534,708  | 1,875,718 | 2.0%               | 4       | 95,410,426             | 255     |                                  |                  |
| 4                  | Re-elect MF         | 90,499,267 | 235     | 2,939,565  | 7       | 93,438,832 | 97.9%              | 166,509   | 0.2%               | 7       | 93,605,341  | 1,805,085 | 1.9%               | 6       | 95,410,426             | 255     |                                  |                  |
| 5                  | Re-elect JB         | 92,261,331 | 237     | 2,939,565  | 7       | 95,200,896 | 99.8%              | 180,086   | 0.2%               | 8       | 95,380,982  | 29,445    | 0.0%               | 2       | 95,410,427             | 254     |                                  |                  |
| 6                  | Re-elect RJD        | 92,417,303 | 239     | 2,939,565  | 7       | 95,356,868 | 99.9%              | 53,559    | 0.1%               | 6       | 95,410,427  | 0         | 0.0%               | 0       | 95,410,427             | 252     |                                  |                  |
| 7                  | Reappoint PWC       | 84,058,154 | 232     | 2,939,565  | 7       | 86,997,719 | 91.2%              | 8,398,457 | 8.8%               | 24      | 95,396,176  | 14,250    | 0.0%               | 2       | 95,410,426             | 265     |                                  |                  |
| 8                  | PWC - fees          | 86,029,539 | 233     | 2,940,515  | 8       | 88,970,054 | 93.2%              | 6,426,123 | 6.7%               | 20      | 95,396,177  | 14,250    | 0.0%               | 2       | 95,410,427             | 263     |                                  |                  |
| 9                  | Allot shares - s 95 | 92,439,193 | 235     | 2,939,565  | 7       | 95,378,758 | 100.0%             | 30,749    | 0.0%               | 8       | 95,409,507  | 920       | 0.0%               | 2       | 95,410,427             | 252     |                                  |                  |
| 10                 | Buy shares          | 92,442,873 | 238     | 2,939,565  | 7       | 95,382,438 | 100.0%             | 27,319    | 0.0%               | 6       | 95,409,757  | 670       | 0.0%               | 1       | 95,410,427             | 252     |                                  |                  |
|                    |                     |            |         |            |         |            |                    |           |                    |         |             |           |                    |         |                        |         | Shares in issue (excl. treasury) |                  |
| Special resolution |                     |            |         |            |         |            |                    |           |                    |         |             |           |                    |         |                        |         | 138,602,120                      |                  |