

BUSINESS REPLY SERVICE
LICENCE NO. MB 122



CAPITA REGISTRARS (PROXIES)
PO BOX 25
BECKENHAM
KENT
BR3 4BR

PROXY FORM for use at the Annual General Meeting
of **Grainger plc** to be held on 10 February 2009.

grainger plc

I/We

Please complete in capitals

of

the undersigned, being (a) member(s) of Grainger plc, hereby appoint

***the chairman of the meeting,**

or

of

as my/our proxy to attend and vote in my/our name(s) and on my/our behalf at the Annual General Meeting
of Grainger plc to be held on 10 February 2009 and at any adjournment of the meeting.

I would like my proxy to vote on the resolutions proposed at the meeting as indicated on this form. Unless otherwise
instructed, the proxy may vote as he or she thinks fit or abstain in relation to any business of the meeting.

Please indicate by inserting an 'X' in the appropriate box, how you wish your votes to be cast.

		FOR	AGAINST	VOTE WITHHELD
1	To approve and adopt the directors' report and the audited financial statements for the year ended 30 September 2008.	☐	☐	☐
2	To approve the remuneration committee report for the year ended 30 September 2008.	☐	☐	☐
3	To declare a dividend.	☐	☐	☐
4	To re-elect Margaret Ford.	☐	☐	☐
5	To re-elect John Barnsley.	☐	☐	☐
6	To re-elect Rupert Dickinson.	☐	☐	☐
7	To reappoint PricewaterhouseCoopers LLP as auditors of the company.	☐	☐	☐
8	To authorise the directors to fix the remuneration of the auditors.	☐	☐	☐
9	To empower the directors to allot equity securities for cash pursuant to Section 95 of the Companies Act 1985. [†]	☐	☐	☐
10	To authorise the company to make market purchases of its own shares. [†]	☐	☐	☐

[†] Special resolutions.

* Delete the underlined if it is desired to appoint any other person, who need not be a member of the company, and insert his/her name and address.

Date

Signature(s)

notes

- (i) This form of proxy should be returned by post or courier or by hand (together with, if applicable, the power of attorney or other authority under which it is signed) to the company's registrars:

Capita Registrars
Proxy Department, The Registry
34 Beckenham Road, Beckenham,
Kent BR3 4TU

Alternatively, CREST members may use the CREST electronic proxy appointment service. CREST members should refer to notes to the notice of Annual General Meeting enclosed with this form of proxy in relation to the submission of a proxy appointment via CREST.

In each case the proxy appointment must be received by the registrars not less than 48 hours before the time for the holding of the meeting.

- (ii) Any alteration to this form of proxy should be initialled.
- (iii) In the case of an individual, this form may be signed by that individual or by his/her attorney.
- (iv) In the case of a joint holding, this form may be signed by any of the joint holders, but the vote of the member whose name stands first in the register of members will be accepted to the exclusion of the votes of the other joint holders.
- (v) Completion and return of the proxy will not preclude members from attending and voting at the meeting.
- (vi) The 'vote withheld' option is provided to enable members to abstain on any particular resolution. However, a 'vote withheld' is not a vote in law and will not be counted in the calculation of the number or proportion of the votes 'for' or 'against' a resolution.