

4 February 2015

**Grainger plc (“Grainger”/ the “Company”)  
Result of AGM**

At the one hundred and second Annual General Meeting of Grainger plc held on Wednesday 5 February 2015, the following resolutions set out in the Notice of Meeting dated 18 December 2014 were passed by Shareholders on a show of hands. Proxies were received by the Company from Shareholders in advance of the Annual General Meeting as follows:

	<b>Resolutions</b>	<b>Votes for</b>	<b>Votes against</b>	<b>Total votes</b>	<b>Votes withheld</b>
<b>1</b>	<b>To approve and adopt the directors’ report and the audited financial statements for the year ended 30 September 2014</b>	322,918,558	201,000	323,119,558	89,239
<b>2</b>	<b>To approve the remuneration committee report for the year ended 30 September 2014</b>	204,825,406	83,919,669	288,745,075	34,463,722
<b>3</b>	<b>To declare a dividend</b>	323,208,797	0	323,208,797	0
<b>4</b>	<b>To re-elect Ian Coull</b>	322,829,458	365,427	323,194,885	13,912
<b>5</b>	<b>To re-elect Andrew Cunningham</b>	322,847,765	357,427	323,205,192	3,605
<b>6</b>	<b>To re-elect Simon Davies</b>	322,360,222	844,412	323,204,634	4,163
<b>7</b>	<b>To re-elect Margaret Ford</b>	319,941,713	3,162,747	323,104,460	104,337
<b>8</b>	<b>To re-elect Mark Greenwood</b>	322,502,418	695,551	323,197,969	10,828
<b>9</b>	<b>To re-elect Nick Jopling</b>	322,709,641	495,551	323,205,192	3,605
<b>10</b>	<b>To re-elect Belinda Richards</b>	322,392,749	771,916	323,164,665	44,132
<b>11</b>	<b>To re-elect Tony Wray</b>	322,648,543	553,806	323,202,349	6,448
<b>12</b>	<b>To reappoint KPMG LLP as auditors of the Company</b>	319,858,659	3,345,975	323,204,634	4,163
<b>13</b>	<b>To authorise the directors to determine the remuneration of the auditors</b>	321,698,245	1,509,232	323,207,477	1,320
<b>14</b>	<b>To authorise the directors to allot shares for the purpose of s551 of the Companies Act 2006</b>	295,345,265	27,227,507	322,572,772	636,025
<b>15</b>	<b>To disapply statutory pre-emption rights in relation to the allotment of shares*</b>	314,081,159	102,488	314,183,647	9,025,150
<b>16</b>	<b>To authorise the company to make market purchases of its own shares*</b>	323,027,605	173,949	323,201,554	7,243
<b>17</b>	<b>To reduce the notice period for general meetings to not less than 14 clear days’ notice and incur political expenditure*</b>	282,536,333	40,665,241	323,201,574	7,223
<b>18</b>	<b>To authorise political donations up to £50,000 in aggregate</b>	313,357,707	9,836,989	323,194,696	14,101

As at the date of the Annual General Meeting, there were 416,288,952 ordinary shares of 5p each in issue (excluding treasury shares).

The Company notes the quantum of votes against Resolution 2 in respect of the Directors' Remuneration Report. It will be engaging with major shareholders to obtain detailed feedback to understand the reasons behind the vote result.

**Adam McGhin**  
**Company Secretary**