

Grainger plc ("the Company")

### **Companies Act 2006 section 430(2B) Statement**

The following information is provided on the Company's website in accordance with section 430 (2B) of the Companies Act 2006.

Andrew Cunningham stepped down from the Board and retired on 4 January 2016 ("Leaving Date").

In accordance with the Company's Remuneration Policy at the Leaving Date ("Policy") he was treated as a 'good leaver' as his leaving was for reason of retirement.

Mr Cunningham received his salary, benefits and pension allowance in the usual way until his Leaving Date. In line with the contractual provisions specified in his service agreement and having reference to the Company's policy for departing Executive Directors, Andrew Cunningham was not eligible for a bonus in relation to 2015 or part of 2016 having given notice to the Company to retire during 2015.

His grants and awards outstanding at the Leaving Date which were made to him under the LTIPs in December 2012, December 2013 and December 2014 will vest at the normal vesting dates subject to satisfaction of the existing performance conditions and pro-rated to the Leaving Date in accordance with the LTIP rules. Full details of such vesting and satisfaction of performance conditions under the LTIP are contained in the Company's Annual Report and Accounts in the usual way.

All other remuneration details relating to Mr Cunningham will be included in the Director's Remuneration Report in the Annual Report and Accounts for the year ended 30 September 2015 including full details of share incentive schemes and long term incentive schemes.