

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all your ordinary shares in Grainger plc, please forward this document, together with the accompanying form of proxy, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

grainger plc

Annual General Meeting

Notice of the ninety-eighth Annual General Meeting of the company to be held at the registered office of Grainger plc, Citygate, St. James' Boulevard, Newcastle upon Tyne NE1 4JE on 9 February 2011 at 12.00 noon is set out in this document.

Registered in England and Wales with registered number 125575

Definitions

The following definitions apply throughout this document, unless the context requires otherwise:

'Act'	the Companies Act 2006 as amended
'Annual General Meeting'	the Annual General Meeting of the company to be held on 9 February 2011 at 12.00 noon at the registered office of the company
'board' or 'directors'	the board of directors of the company
'Combined Code'	The Combined Code on Corporate Governance (June 2008 edition) published by the Financial Reporting Council
'company'	Grainger plc
'FSMA'	the Financial Services and Markets Act 2000
'London Stock Exchange'	London Stock Exchange plc
'Official List'	the list maintained by the UKLA pursuant to Part VI of FSMA
'UKLA' or 'UK Listing Authority'	the Financial Services Authority, acting in its capacity as the competent authority for the purposes of Part VI of FSMA

grainger plc**Directors**

Robin Broadhurst
Chairman*

Andrew Cunningham
Chief Executive

Peter Couch

Mark Greenwood

Nick Jopling

Robert Hiscox*

John Barnsley*

Bill Tudor John*

Henry Pitman*

Baroness Margaret Ford*

* Non-executive

**Registered
and Head Office**

Citygate
St. James' Boulevard
Newcastle upon Tyne
NE1 4JE

Letter from the Chairman

10 December 2010

Dear Shareholder

The next Annual General Meeting of the company is to be held at the registered office of Grainger plc, Citygate, St. James' Boulevard, Newcastle upon Tyne NE1 4JE, on 9 February 2011. You will see from the Notice of Annual General Meeting, which is set out on page 6 of this document, that there are 15 resolutions which are proposed for approval, 10 of which relate to the ordinary business of the Annual General Meeting and 5 of which relate to special business.

Details of these resolutions are set out below and in the Notice of Annual General Meeting. Resolutions 1 to 11 and 15 will be proposed as ordinary resolutions. Resolutions 12 to 14 will be proposed as special resolutions.

Ordinary Business

Resolutions 1 and 2 seek the approval of the company's annual report and accounts for the year ended 30 September 2010 which have been circulated to shareholders at the same time as this letter and the directors' remuneration report for the same period which is set out in pages [30 to 36] of the company's annual report and accounts. Resolution 3 relates to the proposed payment of a dividend of 1.20p per share to be paid on 11 February 2011 to all holders of 5p ordinary shares on the register of members of the company at the close of business on 10 December 2010 in respect of all ordinary shares then registered in their names.

Resolutions 4, 5, 6, 7 and 8 relate to the re-election and election of directors of the company in accordance with the provisions of the Combined Code and the articles of association of the company. Andrew Cunningham and Henry Pitman will retire by rotation and offer themselves for re-election. Peter Couch, Nick Jopling and Mark Greenwood have been appointed since the last Annual General Meeting and so offer themselves for election by shareholders at this Annual General Meeting. It is considered by the board that all of the directors offering themselves for re-election and election bring valuable skills and experience to the board. Following formal performance evaluation, the board considers that the performance of each director standing for re-election and election continues to be effective and that each demonstrates commitment to his role. Biographical details of all the directors are set out on [page 23] of the company's annual report and accounts.

Resolutions 9 and 10 are to reappoint PricewaterhouseCoopers LLP as auditors and authorise the directors to agree their remuneration.

Special Business

Resolution 11

This resolution, which will be proposed as an ordinary resolution, seeks shareholder approval for the directors to be authorised to allot ordinary shares.

Under the provisions of section 551 of the Act, the directors are not permitted to allot shares unless authorised to do so by the shareholders. The Act provides for such authority to be granted either by the company in general meeting or by the articles of association and, in both cases, such authority can only last for five years. Notwithstanding the statutory provisions, institutional best practice indicates that this authority be renewed annually. Accordingly, all previous authorities (including that obtained at the company's previous Annual General Meeting) are revoked by this new authority and this authority will expire at the conclusion of the next Annual General Meeting of the company or, if earlier, 15 months after the passing of the resolution except insofar as commitments to allot shares have been entered into before that date.

Letter from the chairman

In accordance with institutional guidelines, the board considers it appropriate that the directors be granted authority to allot shares in the capital of the company up to a maximum nominal amount of £13,850,000 representing the guideline limit of approximately two-thirds of the company's issued ordinary share capital (excluding treasury shares) as at 8 December 2010 (being the latest practicable date prior to publication of this circular). Of this amount, £6,925,000 (representing approximately one-third of the company's issued ordinary share capital (excluding treasury shares)) can only be allotted pursuant to a fully pre-emptive rights issue. The board has no present intention of exercising this authority.

The company holds 21,410 treasury shares, being approximately 0.005% of the issued share capital of the company (excluding treasury shares) as at 8 December 2010.

Resolution 12

This resolution, which will be proposed as a special resolution, supplements the directors' authority to allot shares in the company proposed by resolution 11, and will disapply statutory pre-emption rights in relation to allotment of shares in the company.

Section 561 of the Act requires a company proposing to allot equity securities (which includes selling shares held in treasury) to offer them first to existing shareholders in proportion to their existing shareholdings. Equity securities includes ordinary shares (the only class of share capital the company has at present) but does not include shares issued under employee share schemes. If this resolution is passed, the requirement imposed by section 561 will not apply to allotments by the directors in two cases:

1. in connection with a rights (or similar) issue, where strict application of the principle in section 561 could (for example) either result in fractional entitlements to shares arising or require the issue of shares where this would be impractical because of local, legal or regulatory requirements in any given overseas jurisdiction; and
2. allotments of shares for cash up to a total nominal value of £1,040,000 (representing 5% of the company's issued share capital (excluding treasury shares) at 8 December 2010 being the latest practicable date prior to publication of this circular). This gives the directors flexibility to take advantage of business opportunities as they arise, whilst the 5% limit ensures that existing shareholders' interests are protected in accordance with guidelines issued by institutional investors' bodies.

The board also confirms its intention that equity securities equivalent to no more than 7.5% of the issued share capital of the company will be allotted for cash on a non-pre-emptive basis during any rolling three-year period, again in line with institutional investor guidelines.

In the four years since the 2007 Annual General Meeting, the company has not issued any shares on a non-pre-emptive basis (excluding shares issued under employee share schemes).

As in recent years, this authority will expire at the conclusion of the next Annual General Meeting or, if earlier, 15 months after the passing of the resolution except insofar as commitments to allot shares have been entered into before that date and a resolution to renew the authority will be produced at each future Annual General Meeting.

Resolution 13

This resolution, which will be proposed as a special resolution, seeks to renew the authority for the company to purchase its own shares in the market up to a maximum of 41,600,000 ordinary shares (being approximately 10% of the company's issued ordinary share capital as at 8 December 2010 (excluding treasury shares), being the last practicable date prior to the publication of this circular).

The proposed resolution sets out the maximum and minimum prices which the company may pay for its shares. This authority will expire at the conclusion of next year's Annual General Meeting or, if earlier, 15 months after the of the resolution.

This authority gives the company greater flexibility in managing its capital resources. The board does not currently intend to exercise this authority during the year ahead. However, should it do so, it will only be following careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels, the overall position of the company, the effects on earnings per share and the benefits for shareholders. Any purchase of ordinary shares would be by means of market purchases through the London Stock Exchange. Any shares purchased under the authority may be cancelled (and the number of the company's shares in issue will be reduced accordingly) or may be held in treasury so as to be available to be sold at a later date, subject to the restrictions set out in resolution 12 or its equivalent in force at the time.

The extent of the authority sought is calculated in accordance with current governance practice.

In the 12 months prior to 8 December 2010, being the last practicable date prior to the publication of this circular, the company had not exercised its right under its existing authority.

The total number of ordinary shares covered by options or warrants as at 8 December 2010, the latest practicable date prior to publication of this circular, is 2,559,998, representing 0.61% of the issued ordinary share capital of the company excluding treasury shares (0.77% of the issued share capital of the company if the company's full authority to purchase shares, both existing and being sought, is used).

Resolution 14

With effect from August 2009, The Companies (Shareholders' Rights) Regulations 2009 has increased the notice period for all general meetings (including Annual General Meetings) of the company, subject to any restrictions in its articles of association, to 21 days' notice. For general meetings other than Annual General Meetings, a company quoted on the Official List of the UK Listing Authority is allowed to hold such general meetings (but not Annual General Meetings) on 14 days' notice provided that two conditions are met. The first condition is that the company offers facilities for shareholders to vote by electronic means. This condition is met if there is a facility offered by the company and accessible to all members to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 days to 14 days. The board is therefore proposing this resolution as a special resolution to approve 14 days as the minimum notice period for all general meetings of the company other than Annual General Meetings. The approval will be effective until the company's next Annual General Meeting, when it is intended that the approval be renewed.

Letter from the chairman

Resolution 15

The company has a policy that it does not make donations or incur expenditure on behalf of political parties. However, the Act contains restrictions on companies making political donations or incurring political expenditure and it defines these terms very widely, such that activities that form part of the normal relationship between the company and bodies concerned with policy review may be included.

Such activities are not designed to support a particular political party.

The company believes that the authority proposed under this resolution is necessary to ensure that it does not commit any technical or inadvertent breach of the Act when carrying out activities in furtherance of its legitimate business interests.

The authority will lapse on the conclusion of the company's next Annual General Meeting or, if earlier, 15 months after the passing of the resolution and will be limited to an aggregate amount of £50,000.

The company neither made political donations nor incurred political expenditure in 2010.

RECOMMENDATION

Your directors believe that all the proposals referred to above are in the best interests of the company and its shareholders as a whole and unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Robin Broadhurst', with a small vertical mark at the end.

Robin Broadhurst
Chairman

Notice of Annual General Meeting

Notice is hereby given that an annual general meeting of the company will be held at the registered office of Grainger plc, Citygate, St. James' Boulevard, Newcastle upon Tyne NE1 4JE on 9 February 2011 at 12.00 noon for the following purposes:

As ordinary business, to consider and, if thought fit, pass the following resolutions 1 to 10, as ordinary resolutions of the company:

1. That the directors' report and the audited financial statements for the year ended 30 September 2010 be approved and adopted.
2. That the remuneration committee report for the year ended 30 September 2010 be approved.
3. That a dividend of 1.20p per share be paid on 11 February 2011 to all holders of 5p ordinary shares on the register of members of the company at the close of business on 10 December 2010 in respect of all ordinary shares then registered in their names.
4. That Andrew Cunningham be re-elected as a director.
5. That Henry Pitman be re-elected as a director.
6. That Peter Couch be elected as a director.
7. That Nick Jopling be elected as a director.
8. That Mark Greenwood be elected as a director.
9. That PricewaterhouseCoopers LLP be reappointed as auditors of the company to hold office until the conclusion of the next general meeting at which accounts are laid before the company.
10. That the remuneration of PricewaterhouseCoopers LLP be fixed by the directors.

To transact any other ordinary business of the company.

As special business, to consider and, if thought fit, pass the following resolutions which in the case of resolutions 11 and 15 shall be proposed as ordinary resolutions of the company, and in the case of resolutions 12 to 14 shall be proposed as special resolutions of the company:

11. That the directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (Act) to exercise all the powers of the company to:
 - 11.1 allot or grant rights to subscribe for or to convert any security into shares in the company up to an aggregate nominal amount of £6,925,000; and

Notice of Annual General Meeting

11.2 allot equity securities (within the meaning of section 560 of the Act) up to a further aggregate nominal amount of £6,925,000 provided that they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date(s) as the directors may determine, where the shares or equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective number of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that in both cases:

- (a) (except as provided in paragraph (b) below) this authority shall expire at the conclusion of the next Annual General Meeting of the company or, if earlier, 15 months after the passing of this resolution; and
- (b) the company may before such expiry make an offer or agreement which would or might require shares or equity securities, as the case may be, to be allotted or such rights granted after such expiry and the directors may allot shares or equity securities or grant such rights, as the case may be, in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

All unexercised authorities previously granted to the directors to allot shares or equity securities or to grant rights to subscribe for or to convert any security into shares be and are hereby revoked.

12. That, subject to the passing of resolution 11 above, the directors be empowered pursuant to section 570 of the Companies Act 2006 (**Act**) to allot equity securities (within the meaning of section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 11 or by way of a sale of treasury shares (within the meaning of section 724(5) of the Act), as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:

- (a) made in connection with an offer of securities, open for acceptance for a fixed period, by the directors to ordinary shareholders of the company on the register on a fixed record date in proportion (as nearly as may be) to their then holdings of such shares (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares or any legal or practical problems under the laws or requirements of any recognised regulatory body or any stock exchange in any overseas territory or in connection with fractional entitlements) or by virtue of shares being represented by depositary receipts or any other matter whatsoever;

and

- (b) (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal value of £1,040,000.

Provided in both cases that the power granted by the resolution shall expire on the conclusion of the next Annual General Meeting of the company or, if earlier, 15 months after the passing of this resolution but the company may before such

expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such an offer or agreement notwithstanding that the power conferred by this resolution has expired.

All unexercised authorities previously granted to the directors to allot equity securities as if section 561 of the Act (or section 89(1) of the Companies Act 1985) did not apply be and are hereby revoked.

13. That in accordance with the Companies Act 2006 (**Act**) the company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of ordinary shares of 5p each in the capital of the company provided that:
 - 13.1 the maximum aggregate number of shares hereby authorised to be purchased is 41,600,000;
 - 13.2 the minimum price which may be paid for such shares is 5p per ordinary share (exclusive of expenses);
 - 13.3 the maximum price (exclusive of expenses) which may be paid for such shares shall not be more than 5% above the average of the market values for a share as derived from the London Stock Exchange's Daily Official List for the five business days immediately preceding the date on which the shares are purchased;
 - 13.4 unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the company's next Annual General Meeting or 15 months from the date of this resolution (whichever is earlier); and
 - 13.5 the company may make a contract or contracts to purchase shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.
14. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.
15. That the company and all companies that are its subsidiaries at any time during the period for which this resolution is effective are hereby authorised to:
 - 15.1 make political donations to political parties and/or to independent election candidates;
 - 15.2 make political donations to political organisations other than political parties; and

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15.3 incur political expenditure not exceeding £50,000 in aggregate total amount during the period ending on the date of the company's next Annual General Meeting.

For the purposes of this resolution, the terms 'political donations' 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Companies Act 2006.

By order of the board

A handwritten signature in black ink, appearing to read 'Nick On', followed by a long horizontal flourish.

Nick On
Company secretary
10 December 2010
CN: 125575

Citygate
St. James' Boulevard
Newcastle upon Tyne
NE1 4JE

General notes

Entitlement to attend and vote

The company specifies that only those shareholders registered in the register of members of the company as at 6 p.m. on 7 February 2011 shall be entitled to attend or vote at the aforesaid Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after 6 p.m. on 7 February 2011 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

A member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies (who need not be a member of the company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. In order to be valid, an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notarially) must be returned by one of the following methods and in each case must be received by the company not less than 48 hours before the time of the meeting:

- (a) in hard copy form by post, by courier or by hand to the company's registrars, Capita Registrars at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
- (b) via www.capitashareportal.com. If you have not previously registered for electronic communications you will first be asked to register as a new user for which you will require your investor code (which can be found on your share certificate or dividend tax voucher), family name and postcode to log in. Once registered, a proxy voting link will be provided. You do not need to wait for an activation code; or
- (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

Completion and return of the form of proxy, or completion of the online voting process, will not preclude shareholders from attending and voting at the meeting. The form of proxy includes a vote withheld option. Please note 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 any particular resolution.

Each shareholder entitled to attend the Annual General Meeting as above, and each proxy appointed in accordance with the above, has one vote for each resolution voted on by a show of hands. If a proxy has been appointed by more than one member entitled to vote, and one of those members has instructed the proxy to vote for the resolution and one or more other of those members has instructed the proxy to vote against it, the proxy has one vote for and one vote against the resolution on a show hands. In the event of a poll the proxy can exercise the voting rights of each member who has appointed them.

Under section 324A of the Companies Act 2006, a proxy must vote in accordance with any instructions given by the member by whom they are appointed.

A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (**Nominated Persons**). The rights to appoint a proxy cannot be exercised by a Nominated Person; they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

General notes

Shareholders entitled to attend and vote as above, have a right to ask questions related to the business put to the meeting as set out in this document. The directors will endeavour to answer all such questions as fully as possible, however, they are not required to answer if:

- (i) to do so would interfere unduly with the preparation for the meeting; or
- (ii) to answer would involve the disclosure of confidential information; or
- (iii) the answer has already been given on a website in the form of an answer to a question; or
- (iv) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

Corporate representatives

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

CREST members

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 9 February 2011 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such

instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations.

Documents available for inspection

The following documents are available for inspection by members of the company at the registered office of the

company during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the Annual General Meeting:

- (a) a statement of all transactions of each director and of his family interests, in the equity share capital of the company; and
- (b) copies of the contracts of service of the directors employed by the company and the letters of appointment of the non-executive directors.

These documents will also be available for inspection at the company's registered office during the Annual General Meeting and for at least 15 minutes before it begins.

Share capital

At 5.00 p.m. on 8 December 2010, the company's issued share capital comprised 416,362,420 ordinary shares of 5p each. Each ordinary share carries the right to one vote at a general meeting of the company. The company holds 21,410 ordinary shares in treasury and is not permitted to exercise voting rights in respect of these shares. Therefore the total number of voting rights in the company as at 5.00 p.m. on 8 December 2010 is 416,341,010.

Audit concerns

Pursuant to Chapter 5 of Part 16 of the Companies Act 2006, where requested by either a member or members having a right to vote at the general meeting and holding at least 5% of total voting rights of the company or at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, the company must publish on its website a statement setting out any matter that such members propose to raise at the meeting relating to those matters listed in section 527(1) Companies Act 2006. Where the company is required to publish such a statement on its website, it may not require the members making the request to pay any expenses incurred by the company in complying with the request, it must forward the statement

to the company's auditors and the statement may be dealt with as part of the business of the meeting. A member wishing to request publication of such a statement on the company's website must send the request to the company either in hard copy form to the company's registered office marked for the attention of the company secretary (and sign the request), by email to non@graingerplc.co.uk or by fax to 0191 2611819 marked for the attention of the company secretary. Whichever form of communication is chosen, the request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, be received by the company at least one week before the meeting and be appropriately authenticated in accordance with section 527(4) (c) Companies Act 2006.

Members' further rights

Members of the company have the right, under section 338 of the Companies Act 2006, to require the company to give its members notice of a resolution which the shareholders wish to be moved at an Annual General Meeting of the company. Additionally, members of the company have the right under section 338A of the Companies Act 2006 to require the company to include a matter (other than a proposed resolution) in the business to be dealt with at the Annual General Meeting. The company is required to give such notice of a resolution or include such matter once it has received requests from members representing at least 5% of the total voting rights of all the members who have a right to vote at the Annual General Meeting or from at least 100 members with the same right to vote who hold shares in the company on which there has been paid up an average sum, per member of at least £100. This request must be received by the company not later than six weeks before the Annual General Meeting or, if later, the time at which notice is given of the annual general meeting. In the case of a request relating to section 338A of the Companies Act 2006, the request must be accompanied by a statement setting out the grounds for the request.

General notes

Website

A copy of this Notice and other information required by section 311A of the Companies Act 2006 can be found at www.graingerplc.co.uk

Communication

Except as provided above, members who have general queries about the Annual General Meeting should contact the company secretary at Grainger plc, Citygate, St. James' Boulevard, Newcastle Upon Tyne NE1 4JE or on 0191 269 5916 (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of Annual General Meeting; or
- any related documents (including the Chairman's letter and proxy form),

to communicate with the company for any purposes other than those expressly stated.

