

Company Number 125575

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
GRAINGER PLC

passed on 13 June 2011

At a general meeting of the above named Company duly convened and held on 13 June 2011, the following resolution was duly proposed and passed as a special resolution of the Company -

Special Resolution

To authorise the Company, in addition to (and not in substitution for) the existing authority granted at the Annual General Meeting of the Company held on 9 February 2011 authorising the Company for the purposes of section 701 of the Companies Act (the **Act**) to make market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange plc (the **London Stock Exchange**) of up to 41,600,000 ordinary shares of 5p each in the capital of the Company (**Ordinary Shares**), in accordance with section 701 of the Act to make market purchases within the meaning of section 693(4) of the Act of Ordinary Shares pursuant to tenders made in relation to the Tender Offer (as defined in the circular to shareholders of the Company dated 27 May 2011) provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 1,749,331 (representing approximately 0.42 per cent. of the Company's issued ordinary share capital (excluding treasury shares));
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share pursuant to this authority shall be 5p;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share pursuant to this authority shall be the greater of 149p and an amount equal to not more than 10 per cent. above the average of the closing middle market quotations for the Ordinary Shares as derived from the Official List of London Stock Exchange for the five Business Days immediately preceding the day on which the Company sets the increased price;
- (d) unless previously renewed, revoked or varied, the authority hereby conferred shall expire on the date which is 18 months from the date of passing this resolution; and
- (e) the Company may enter into a contract or contracts to purchase Ordinary Shares under the authority hereby conferred 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.

Director

