

# GRAINGER PLC

Company number: 00125575  
(the "Company")

## GENERAL MEETING – FORM OF PROXY

Before completing this form, please read the explanatory notes overleaf.

I/We.....(FULL NAME[S] IN BLOCK CAPITALS)

being a member of the Company appoint the Chair of the meeting or (see note 1 over)

Name of Proxy		Number of shares proxy appointed over

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 1 September 2025 at 4.15 p.m. and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an 'X' (see note 6 below).

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy: ☐

RESOLUTION	FOR	AGAINST	WITHHELD
THAT, the articles of association produced to the meeting and initialed by the Chair of the meeting for the purposes of identification containing, inter alia, amendments recommended for the purposes of the Company's entry into the REIT Regime be adopted as the articles of association in substitution for and to the exclusion of all existing articles of association.			
Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your entire holding.			

For individuals:

Signature .....

Date.....

Signature (if joint holder) .....

Date.....

For companies:

Signed for and on behalf of Name of company:

Signature .....

Date.....

## Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given.
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
5. The 'Vote Withheld' option is provided to enable you to abstain on the resolution. However, it should be noted 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' a resolution.
6. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 28 August 2025. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Shareholders wishing to vote online should visit [www.signalshares.com](http://www.signalshares.com) and follow the instructions. Alternatively, you can vote via the VOTE+ app or if you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform (please refer to the notes in the notice of General Meeting).
8. The completion and submission of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
9. The Company is not distributing a hard copy form of proxy unless specifically requested. You can request a hard copy form from MUFG Corporate Markets either via email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or on +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.
10. The completed hard copy Form of Proxy must arrive at MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL during usual business hours accompanied by any Power of Attorney under which it is executed (if applicable) no later than 4.15p.m. on 28 August 2025. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney of the company.