

# GRAFTON GROUP plc

## FORM OF PROXY

To be used for the Annual General Meeting of  
Grafton Group plc (the "Company")  
to be held on 12 May 2015 at 10.30am

I/We, the person(s), named opposite, being (a) member(s) of the  
Company, HEREBY APPOINT

of \_\_\_\_\_

or failing him/her \_\_\_\_\_

of \_\_\_\_\_

or failing him/her the Chairman of the meeting, as my/our proxy  
to vote for me/us on my/our behalf at the Annual General Meeting  
of the Company to be held on 12 May 2015 and at any adjournment  
thereof. I/We direct the proxy to vote for/against the resolutions to  
be proposed at such meeting, or to withhold his or her vote, as  
indicated below.

This proxy may be exercised in respect of all units registered  
in my/our name(s). This proxy may be exercised in respect  
of .....units registered in my/our name(s). (Delete  
as appropriate)

**Note:** Unless otherwise instructed the proxy will vote or abstain  
from voting as he/she thinks fit.

Please indicate with an 'x' in the boxes below how you wish your votes to be cast, i.e. for or against the resolution or for your vote to be withheld.  
If you do not do so, the proxy will vote or abstain as he/she thinks fit.

RESOLUTIONS (The resolutions are set out in full in the Notice of Annual General Meeting)	FOR	AGAINST	VOTE WITHHELD
(1) To receive and consider the financial statements for the year ended 31 December 2014.			
(2) (a) To re-elect Mr. Michael Chadwick as a director of the Company.			
(b) To re-elect Mr. Charles M. Fisher as a director of the Company.			
(c) To re-elect Ms. Annette Flynn as a director of the Company.			
(d) To re-elect Mr. Roderick Ryan as a director of the Company.			
(e) To re-elect Mr. Frank van Zanten as a director of the Company.			
(f) To elect Mr. David Arnold as a director of the Company.			
(g) To re-elect Mr. Gavin Slark as a director of the Company.			
(3) To authorise the Directors to fix the remuneration of the Auditors for the year ended 31 December 2015.			
(4) (a) To receive and consider the Chairman's Annual Statement and the Annual Report on Remuneration of the Remuneration Committee for the year ended 31 December 2014.			
(b) To receive and consider an amendment to the Remuneration Policy Report of the Remuneration Committee.			
(5) To approve the convening of an extraordinary general meeting on 14 clear days' notice.			
(6) To empower the Directors to allot shares generally.			
(7) To empower the Directors to allot shares otherwise than in accordance with statutory pre-emption rights.			
(8) To authorise market purchases of the Company's own shares.			
(9) To determine the price range for the re-issue of treasury shares off-market.			
(10) To amend the Memorandum of Association on commencement of the Companies Act 2014.			
(11) To adopt revised Articles of Association on commencement of the Companies Act 2014.			
(12) To increase the limit on the aggregate annual amount of directors' fees in the Articles of Association to €750,000.			

PLEASE NOTE THAT COMPLETED FORMS MUST BE RETURNED NO LATER THAN 10.30AM ON 10 MAY 2015

Signature .....

Dated ....., 2015

Detach here

# GRAFTON GROUP plc

Holder Ref:

Please do not post this section of the form but present it  
personally to gain admittance at the meeting.

## ATTENDANCE FORM

Annual General Meeting 2015  
at the IMI Conference Centre,  
Sandyford Road, Dublin 16,  
12 May 2015 at 10.30am.

Signature of Shareholder .....

To be completed if you are a proxy

Name of proxy (Block letters) .....

Number of units in respect of which the proxy is appointed .....

Signature .....

## NOTES

- (1) Any member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies, who need not be a member(s) of the Company, to exercise all or any of his rights, to attend, speak and vote on the member's behalf at the meeting. If it is desired to appoint as proxy any person other than the Chairman of the meeting, the name and address of that other person should be inserted in the space provided.
- (2) A member may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that member. If the proxy is not being authorised to exercise all the votes in respect of shares registered in your name, then please enter in the space provided the number of shares in respect of which the proxy is authorised to act as your proxy and vote. If left blank your proxy will be deemed to be authorised in respect of all the votes attached to shares registered in your name (or if this proxy form has been issued in respect of a designated account for a member, all the votes attached to shares registered in respect of that designated account).
- (3) To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Company's Registrars, Capita Asset Services, Shareholder solutions (Ireland) on +353 (0) 1 553 0050, or you may photocopy this form. Please indicate in the space provided the number of shares in respect of which the proxy is authorised to act as your proxy. All forms must be signed and should be returned together in the same envelope.
- (4) To be effective, this proxy form together, if appropriate, with the power of attorney or other authority under which it is signed or a certified copy of such power or authority can be delivered to the Company's Registrars, Capita Asset Services, Shareholder solutions (Ireland), P.O. Box 7117, Dublin 2 (if delivered by post) or to 2 Grand Canal Square, Dublin 2, Ireland (if delivered by hand) not later than 10.30am on Sunday 10 May 2015. In the case of a body corporate this form must be executed under its common seal or it must be signed on its behalf by a duly authorised officer.
- (5) A member wishing to appoint a proxy by electronic means may do so on the Registrar's website at [www.capitashareportal.com](http://www.capitashareportal.com). A member who wishes to appoint more than one proxy by electronic means must contact the Registrars. You will need your Investor Code (IVC) (printed at the top of this form) to submit your appointment.
- (6) In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of shareholders in respect of the joint holding.
- (7) Where a poll is taken at the Annual General Meeting, a member, present in person or proxy, holding more than one share is not required to cast all his/her votes in the same way.
- (8) 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.
- (9) Completion of a form of proxy will not preclude a member from attending and voting at the meeting in person.
- (10) A proxy is required to vote in accordance with any instructions given to him.
- (11) Pursuant to Section 134A of the Companies Act 1963 and Regulation 14 of the Companies (Uncertificated Securities) Regulations 1996 (as amended), the Company hereby specifies that only those members registered in the Register of Members as at close of business on 10 May 2015 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time.
- (12) CREST members may appoint one or more proxies through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored 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. Further information on CREST procedures and requirements is contained in the CREST Manual. The message appointing a proxy(ies) must be received by the Registrar (ID 7RA08) not later than 10.30am 10 May 2015 (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996 (as amended).