

To be used for the Annual General Meeting of
Grafton Group plc (the “Company”)
to be held on 28 April 2022 at 10:30am

Please indicate with an ‘x’ in the boxes below how you wish your votes to be cast. If you do not do so, the proxy will vote or abstain from voting as he/she thinks fit.

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

.....
of
.....
or failing him/her
of
.....

or failing him/her the Chair 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 28 April
2022 and at any adjournment thereof. I/We direct the proxy to vote for/against the
resolutions to be proposed at such meeting, or to abstain from voting, as indicated
(Delete as appropriate)

This proxy may be exercised in respect of Cardinal. Shall
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.

Signature

Dated, 2022

**PLEASE NOTE THAT COMPLETED FORMS MUST BE RETURNED NO
LATER THAN 10:30am ON 26 APRIL 2022**

RESOLUTIONS (The resolutions are set out in full in the Notice of Annual General Meeting)		FOR	AGAINST	ABSTAIN
1	To receive and consider the financial statements for the year ended 31 December 2021.			
2	To declare a final dividend of 22.0 pence per Ordinary Share for the year ended 31 December 2021.			
3	(a) To re-elect Paul Hampden Smith as a Director.			
	(b) To re-elect Susan Murray as a Director.			
	(c) To re-elect Vincent Crowley as a Director.			
	(d) To re-elect Rosheen McGuckin as a Director.			
	(e) To elect Avis Darzins as a Director.			
	(f) To re-elect David Arnold as a Director.			
	(g) To re-elect Gavin Slarks as a Director.			
	(h) To re-elect Michael Roney as a Director.			
4	To consider the continuation in office of PricewaterhouseCoopers as Auditors of the Company.			
5	To authorise the Directors to fix the remuneration of the Auditors for the year ended 31 December 2022.			
	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 2021.			
7	To approve the convening of an Extraordinary General Meeting on 14 clear days’ notice.			
8	To authorise the Directors to allot relevant securities.			
9	To authorise the Directors to dis-apply statutory pre-emption rights and allot up to 5% of the issued ordinary share capital of the Company.			
10	To authorise market purchases of the Company’s own shares.			
11	To determine the price range for the re-issue of treasury shares off-market.			
12	To approve an amendment to the definition of “Eligible Employee” set out in the Rules of the Trust Deed governing the operation of the Grafton Group plc Employee Share Participation Scheme.			

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) While we expect the Annual General Meeting (“AGM”) to proceed as planned on 28 April 2022, the health and safety of our shareholders, colleagues and advisers is a primary concern for the Company and its Board, who are closely monitoring developments relating to the COVID-19 pandemic (“COVID-19”) and guidance issued by the Government of Ireland in relation to COVID-19. We will take all recommendations and applicable law into account in the conduct of the AGM.
- (2) Shareholder participation and engagement remains important to us and we note the ongoing risk that the COVID-19 pandemic and the associated public health guidance could change between the date of the Notice of AGM and the date of the AGM. Therefore, we are pleased to be able to provide a facility for shareholders to view and listen to the business of the meeting and raise questions during the meeting at the invitation of the Chair through the Company’s webcasting platform operated by BRR Media (the “Webcasting Platform”), as described in further detail in the Notes to the Notice of AGM. Shareholders wishing to vote at the AGM will still need to submit proxy voting instructions by the relevant deadlines before the AGM, as it will not be possible to vote at the AGM using the Webcasting Platform.
- (3) Any relevant updates regarding the conduct of the AGM, including any changes to the arrangements outlined in the accompanying AGM Circular, will be announced via a Regulatory Information Service and will be available on the website of the Company at <https://www.graftonplc.com/investors/shareholder-services/shareholder-meetings/>. Shareholders should monitor the Company’s website for update announcements regarding the AGM in the event that circumstances change. Shareholders are also encouraged to keep up to date with the advice and guidance of the Government of Ireland and the Health Service Executive in relation to COVID-19.
- (4) A member entitled to attend, speak, ask questions and vote is entitled to appoint a proxy to attend (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic), speak, ask questions and vote on his/her behalf. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic), speaking, asking questions and voting at the meeting should the member subsequently wish to do so.
- (5) A member may appoint more than one proxy to attend (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic) and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that member. Should you wish to appoint more than one proxy, please read these explanatory notes carefully. Holders of CREST Depository Interests (“CDIs”) (“CDI Holders”) and/or participants of the Euroclear Bank SA/NV (“Euroclear Bank”) system (the “EB System”) (“EB Participants”) wishing to attend, speak or ask questions at the AGM must arrange to have themselves appointed as their own proxy as explained in notes 7 and 8 respectively below.
- (6) For shareholders whose name appears on the register of members of the Company (i.e. those who hold their Ordinary Shares in certificated (i.e. paper) form and who therefore do not hold their interests in Ordinary Shares as Belgian law rights through the EB System or as CDIs through the CREST system (“CREST”)), you may appoint a proxy by completing this Form of Proxy, making sure to sign and date the form at the bottom and return it to the Company’s Registrars, Link Registrars Limited at P.O. Box 110, Maynooth Co. Kildare, Ireland if delivered by post or at Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland if delivered by hand during normal business hours so as to be received by no later than 10:30am (Irish Time) on 26 April 2022 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting) or in the case of a poll, at least 48 hours before the time appointed for the taking of the poll. If you are appointing someone other than the Chair of the meeting as your proxy, then you must fill in the details of your representative at the meeting in the box in the top left corner of the Form of Proxy. If you appoint the Chair of the meeting or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by ticking the relevant boxes on the Form of Proxy. If no specific instructions are given, the proxy will vote or withhold your vote at his/her discretion. The “Abstain” option is provided to enable you to abstain on any particular resolution. It should be noted, however, that it is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution. Unless otherwise directed and in respect of any other resolutions moved during the AGM, the proxy will vote as he/she thinks fit or abstain from voting.

Alternatively, a member may appoint a proxy or proxies electronically by logging on to the website of the registrars, Link Registrars Limited at www.signalshares.com and entering the Company name, Grafton Group plc. You will need to register for the Share Portal by clicking on “registration section” (if you have not registered previously) and following the instructions. Shareholders will be asked to enter their Investor Code (IVC) as printed on the top of the Form of Proxy and agree to certain conditions.

- (7) In respect of CDI Holders, Euroclear UK & International Limited (“EUI”), the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received by Broadridge. Further details on this service are set out on the “**All you need to know about SRD II in Euroclear UK & Ireland**” webpage of the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants (see the section entitled “**CREST International Service – Proxy Voting**”). If you are a CDI Holder, you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions as required. To facilitate client set up, if you hold CDIs and wish to participate in the Broadridge Global Proxy Voting service, you will need to complete the following steps:
 - Register for an account with EUI at the following web address: <https://www.euroclear.com/users/en/register-on-choice.html>.
 - Complete a Meetings and Voting Client Set-Up Application Form (the “**EUI Application Form**”), which will be available at the following link [https://www.euroclear.com/eui-application-form](#). You will have logged in to your EUI account: **Meetings and Voting Client Set-up Form (CRT408)**.
 - A copy of the completed EUI Application Form must be returned to EUI by a authorised signatory (i.e. a nominated representative of the CDI Holder) with another relevant authorised signatory copied in for verification purposes (where appropriate) using the following email address: eui.srd2@euroclear.com.Fully completed and returned EUI Application Forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform. Should shareholders have any queries on the Broadridge service offering, Broadridge can be contacted by telephone on **+1 800 353 0103** during normal US (Eastern Time) business hours.
- Once CDI Holders have gained access to the Broadridge platform (by following the instructions set out above), they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver any such proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank by its cut-off time and to agreed market requirements. Alternatively, a CDI Holder can send a third party proxy voting instruction through Broadridge in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic) and vote at the meeting the number of shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions through Broadridge. Broadridge’s voting deadline is expected to be two business days prior to Euroclear Bank’s voting instruction deadline as set out below and is expected to be close of business on Friday, 22 April 2022. As stated above, CDI Holders should please consult with their stockbrokers to confirm any relevant Broadridge deadlines.
- CDI Holders should pay close attention to any notices specifically relating to the AGM and are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.
- The Company understands that Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI Holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes.
- Should you have any queries in relation to completing and submitting proxy appointments (including voting instructions) electronically via Broadridge, please contact your dedicated client service representative at Broadridge.
- (8) EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled “**Euroclear Bank as issuer CSD for Irish corporate securities – Service description**”

and available on the Euroclear Bank website (www.euroclear.com). EB Participants can either send:

- electronic voting instructions to instruct Euroclear Nominees to either itself, or by appointing the Chair of the meeting as a proxy:
 - vote in favour of all or a specific resolution(s);
 - vote against all or a specific resolution(s);
 - abstain for all or a specific resolution(s); or
 - give discretionary vote to the Chair for all or a specific resolution(s); or
- a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the meeting) (who may be a corporate representative or the EB Participant themselves) to attend the meeting (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic) in respect of the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address, nationality code). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions.

Euroclear Bank's voting instruction deadline is expected to be 9:30am (Irish time) on Tuesday, 26 April 2022. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

EB Participants are strongly encouraged to familiarise themselves with the arrangements with Euroclear Bank, including the voting deadlines and procedures.

- (9) 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 registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (10) As the conditions and recommendations of the COVID-19 situation can change rapidly, please note that if you appoint someone other than the Chair of the meeting to be your proxy, that person may not be able to

attend the meeting if the prevailing COVID-19 measures require the Company to conduct the AGM under constrained circumstances.

- (11) To be effective, all proxy voting instructions (whether submitted directly or through the EB System or CREST) together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be received by the Company's Registrars, Link Registrars Limited at P.O. Box 1110, Maynooth, Co. Kildare, Ireland if delivered by post or to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, Ireland if delivered by hand during normal business hours not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof or in the case of a poll, at least 48 hours before the time appointed for the taking of the poll. However, persons holding through the EB System or CREST will also need to comply with any additional voting deadlines imposed by the respective service offerings. All relevant persons are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.
- (12) The Company, pursuant to Section 1087G of the Companies Act 2014, specifies that only those shareholders registered in the Register of Members of the Company at close of business (defined to be 6:00pm (Irish Time)) on Sunday, 24 April 2022 (or in the case of an adjournment as at close of business on the date that is four days before the date of the adjourned meeting) shall be entitled to attend (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic), speak, ask questions and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
- (13) All resolutions at the AGM will be put to a poll. Pursuant to Section 190(b) of the Companies Act 2014, where a poll is taken at the AGM, a Shareholder, present in person or by proxy, holding more than one share need not cast all his/her votes in the same way.
- (14) 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.