
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt about the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser who, if you are taking advice in Ireland, is authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 of Ireland or the Investment Intermediaries Act, 1995 of Ireland (as amended), or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 of the United Kingdom.

If you have sold or otherwise transferred all your Grafton Units, please send this document and 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 delivery to the purchaser or transferee.

GRAFTON GROUP plc

Notice of Annual General Meeting

GRAFTON GROUP (UK) plc

(1) Notice of General Meeting of C Ordinary Shareholders

(2) Notice of General Meeting

A letter from the Chairman of Grafton Group plc is set out on pages 3 to 5 of this document.

Your attention is drawn to the Notice of the Annual General Meeting to be held at 10.30am on 6 May 2010 at the IMI Conference Centre, Sandyford Road, Dublin 16, Ireland, which is set out on pages 6 to 8 of this document, as well as the Notices of the General Meetings of Grafton Group (UK) plc, which are set out on pages 9 to 14.

Forms of Proxy for use at the meetings are enclosed and, if you wish to appoint a proxy, the forms should be returned to the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7, Ireland so as to be received no later than 10.30am (in the case of the AGM) and 11.30am (in the case of the other meetings) on 4 May, 2010. Alternatively, you may appoint a proxy electronically by visiting the website of the Company's Registrars at www.capitaregistrars.ie and submitting your proxy details. You will need your Investor Code (IVC) to submit your appointment.

CONTENTS

	Page
Expected Timetable of Events	2
Agenda of Annual General Meeting of Grafton Group plc	2
Letter from the Chairman of Grafton Group plc	3-5
Notice of Annual General Meeting of Grafton Group plc	6-7
Notes to Notice of AGM of Grafton Group plc	8
Notice of General Meeting of C Ordinary Shareholders in Grafton Group (UK) plc	9
Notice of General Meeting of Grafton Group (UK) plc	12

EXPECTED TIMETABLE OF EVENTS

Latest time for return of proxies for Annual General Meeting	10.30am on Tuesday, 4 May 2010
Annual General Meeting	10.30am on Thursday, 6 May 2010
Latest time for return of proxies for General Meeting of C Ordinary Shareholders	11.30am on Tuesday, 4 May 2010
General Meeting of C Ordinary Shareholders	11.30am* on Thursday, 6 May 2010
Latest time for return of proxies for General Meeting of Grafton Group (UK) plc	11.30am on Tuesday, 4 May 2010
General Meeting of Grafton Group (UK) plc	11.30am* on Thursday, 6 May 2010

** Please note that these times are indicative only and the General Meetings will take place immediately following the Annual General Meeting of Grafton Group plc. The business of the General Meeting of the C Ordinary Shareholders will be dealt with before the business of the General Meeting of Grafton Group (UK) plc.*

AGENDA OF ANNUAL GENERAL MEETING OF GRAFTON GROUP PLC

Ordinary Business

1. To receive and consider the financial statements for the year ended 31 December 2009.
2. Election and Re-election of Directors.
3. Authorisation to fix the remuneration of the Auditors.
4. To receive and consider the Report on Directors' Remuneration.

Special Business

5. Authorisation of Directors to allot shares.
 6. Authorisation to dis-apply statutory pre-emption rights.
 7. Authorisation of market purchases of the Company's own shares.
 8. Determination of the price range for the re-issue of treasury shares off-market.
 9. Authorisation to retain the power to hold EGMs on 14 days' notice.
 10. Amendments to the Articles of Association arising from the Shareholders' Rights Regulations.
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GRAFTON GROUP plc

(Registered in Ireland No. 8149)

Directors

Michael Chadwick (Chairman)
Anthony E. Collins (Non-Executive, Deputy Chairman)
Colm Ó Nualláin (Finance Director)
Leo Martin (Chief Operating Officer)
Fergus Malone (Executive Director)
Gillian Bowler (Non-Executive Director)
Charles M. Fisher (Non-Executive Director)
Richard W. Jewson (Non-Executive Director)
Roderick Ryan (Non-Executive Director)

Registered Office:

Heron House
Corrig Road
Sandyford Industrial Estate
Dublin 18

29 March 2010

Dear Shareholder,

Introduction

I am writing to you to explain the resolutions to be proposed as special business at the forthcoming Annual General Meeting (the “**AGM**”), all of which the Board is recommending for your approval.

Your attention is drawn to the notice of the AGM which will be held at the IMI Conference Centre, Sandyford Road, Dublin 16, Ireland at 10.30am on 6 May, 2010, which is set out on pages 6 and 7 of this document. In addition to the ordinary business to be transacted at the AGM, there are various items of special business which are described further below.

Special Business at AGM

Resolution No. 5 – General Authority to Directors to allot shares

At the annual general meeting held in 2005, shareholders gave the Directors general authority to allot shares. That authority will expire at the close of business on the date of the forthcoming Annual General Meeting. Shareholders are being asked to renew, for a further five years, the Directors’ authority to allot relevant securities, within the meaning of Section 20 of the Companies (Amendment) Act, 1983, up to the authorised unissued share capital of the Company.

Resolution No. 6 – Power to Dis-apply Statutory Pre-emption Rights

At the annual general meeting held in 2009 shareholders gave the Directors power to allot shares for cash otherwise than in accordance with statutory pre-emption rights. That power will expire at the close of business on the date of the forthcoming Annual General Meeting.

The Directors will, at the forthcoming Annual General Meeting, seek power to allot shares for cash, otherwise than in accordance with statutory pre-emption rights, by way of rights issues up to the amount of the unissued share capital of the Company, or otherwise up to an aggregate nominal value of €585,000, which is approximately 5 per cent of the nominal value of the issued share capital of the Company. The power under this Resolution will expire (under the Articles of Association) at next year’s annual general meeting or 15 months after the forthcoming AGM, whichever is the earlier. The Board has no present intention of making such an issue of shares.

Resolution No. 7 – Authority to Make Market Purchases of the Company’s Own Shares

At the last annual general meeting shareholders gave the Company and/or any of its subsidiaries authority to make market purchases of up to 10% of the Company’s own shares. Under Resolution no. 7 shareholders are being asked to renew this authority.

The Directors monitor the Company’s share price on an ongoing basis and may from time to time exercise this power to make market purchases of the Company’s own shares, at price levels which they consider to be in the best interests of the shareholders generally, after taking account of the Company’s overall financial position. The minimum price which may be paid for any market purchase of the Company’s own shares will be the nominal value of the shares and the maximum price which may be paid will be 105% of the then average market price of the shares.

Resolution No. 8 – Authority to Re-issue Treasury Shares

Shareholders are being asked to sanction the price range at which any treasury share (that is a share of the Company redeemed or purchased and held by the Company rather than being cancelled) may be reissued other than on the Stock Exchange. The maximum and minimum prices at which such a share may be re-issued are 120% and 95%, respectively of the average market price of a share calculated over the five business days immediately preceding the date of such re-issue.

Your Board is proposing two special resolutions (i.e. Resolutions 9 and 10) to reflect the implementation of the Shareholders' Rights (Directive 2007/36/EC) Regulations 2009 (the '**Regulations**').

Resolution No. 9 – Consent pursuant to the Shareholders' Rights Regulations to retain the existing authority to convene an Extraordinary General Meeting on 14 days' notice

If adopted, Resolution 9 will maintain the existing authority in the Articles of Association which permits the Company to convene an extraordinary general meeting on 14 days' notice in writing where the purpose of the meeting is to consider an ordinary resolution. As a matter of policy, the 14 days' notice will only be utilised where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding the business.

Resolution No. 10 – Amendments to update the Company's Articles of Association in respect of the Shareholders' Rights Regulations

If adopted, Resolution 10 will update the Company's Articles of Association in order to make them consistent with the Regulations by incorporating the following changes:

- (a) allow for the convening of shareholder meetings to consider an ordinary resolution with 14 days' notice provided that the Company offers its members the facility to vote electronically and provided that the members agree to this in a general meeting. Members' consent must be sought by way of a special resolution and this may be done as part of the ordinary business of the annual general meeting. Any consent given is valid only up to the next AGM, and must therefore be renewed every year;
- (b) remove the casting vote of the Chairman at general meetings of the Company;
- (c) allow for procedures for the appointment of proxies electronically;
- (d) permit shareholders to appoint more than one proxy or corporate representative and, in doing so, to designate the shares which relate to such an appointment;
- (e) make certain changes regarding the appointment of proxies to facilitate the issue of an Uncertificated Proxy Instruction through the CREST System;
- (f) require that all proxy instructions allow for the three way voting (i.e. to allow votes to be cast for or against or to be withheld on a resolution) on substantive resolutions and require any proxy to vote as directed in the proxy instruction;
- (g) allow for the fixing of the record date and time which shall determine the eligibility of shareholders to participate and vote at the shareholders' meeting;
- (h) require any request by a member to table a draft resolution under Section 133(1)(b) of the Companies Act 1963 (regarding shareholders' right to table draft resolutions) to be received by the Company in hardcopy form or in electronic form at least 30 days before the meeting to which it relates; and
- (i) allow the Directors to implement procedures for voting electronically or by correspondence and for the real time transmission of shareholder meetings via the internet.

A copy of the Articles of Association of the Company showing the amendments that would be made if Resolution 10 is adopted is available at www.graftonplc.com and may also be inspected at the registered office of the Company during normal business hours. A copy showing these amendments will be available for inspection at the AGM for a period of at least 15 minutes before and during the AGM.

General Meetings of Grafton Group (UK) plc

A Grafton Unit includes one C Ordinary Share in Grafton Group (UK) plc. Currently, the Board can allow shareholders to elect to receive dividends in pounds sterling from Grafton Group (UK) plc rather than in euro from Grafton Group plc. It is now proposed to amend the articles of association of Grafton Group (UK) plc so as to give the Board more flexibility in regard to the payment of dividends through Grafton Group (UK) plc. If adopted, the amendments would give the Board the flexibility to pay interim dividends through Grafton Group (UK) plc without having to declare an interim dividend in Grafton Group plc. The power would only be used where it is in the best interest of shareholders as a whole. Accordingly, we are asking shareholders to authorise these amendments at a class meeting of the C Ordinary Shareholders in Grafton Group (UK) plc as well as at a general meeting of Grafton Group (UK) plc which will be held immediately after the AGM. The Notices convening these meetings are set out on pages 9 to 14 of this document and the full text of the amendments is set out in the Notice of the general meeting of Grafton Group (UK) plc. As you are a holder of C Ordinary Shares in Grafton Group (UK) plc, you may vote at the class meeting of the C Ordinary Shareholders as well as at the general meeting of Grafton Group (UK) plc.

Further Action

Forms of Proxy for use at the Annual General Meeting of Grafton Group plc, the General Meeting of the C Ordinary Shareholders in Grafton Group (UK) plc and the General Meeting of Grafton Group (UK) plc are enclosed and, if you wish to appoint a proxy, the forms should be returned to the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7, Ireland so as to be received no later than 10.30am (in the case of the AGM) and 11.30am (in the case of the other meetings) on 4 May, 2010. Alternatively, you may appoint a proxy electronically by visiting the website of the Company's Registrars at www.capitaregistrars.ie and submitting your proxy details. You will need your Investor Code (IVC) to submit your appointment. The completion and lodging of a Form of Proxy will not prevent you from attending and voting in person at the meeting should you so wish.

RECOMMENDATION

Your Board considers that the proposals set out above are in the best interests of shareholders as a whole and, accordingly, your Board recommends that you vote in favour of the resolutions at the Annual General Meeting of Grafton Group plc, the General Meeting of the C Ordinary Shareholders in Grafton Group (UK) plc and the General Meeting of Grafton Group (UK) plc.

Yours sincerely,

Michael Chadwick
Chairman

GRAFTON GROUP plc

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Grafton Group plc will be held at the IMI Conference Centre, Sandyford Road, Dublin 16, Ireland on 6 May, 2010 at 10.30am for the following purposes:

- (1) To receive and consider the financial statements for the year ended 31 December 2009 together with the reports of the Directors and the auditors thereon.

(Resolution No. 1)

- (2) By separate resolutions, to elect/re-elect the following Directors who retire and, being eligible, offer themselves for election/re-election:

Gillian Bowler*

(Resolution No. 2a)

Richard W. Jewson*

(Resolution No. 2b)

Charles M. Fisher

(Resolution No. 2c)

Michael Chadwick

(Resolution No. 2d)

Colm Ó Nualláin

(Resolution No. 2e)

Roderick Ryan

(Resolution No. 2f)

* member of the Remuneration Committee

Biographical information on the Directors eligible for election/re-election is set out on page 13 of the 2009 Annual Report.

- (3) To authorise the Directors to fix the remuneration of the auditors for the year ending 31 December 2010.

(Resolution No. 3)

- (4) To receive and consider the Report on Directors' Remuneration for the year ended 31 December 2009.
(This is an advisory, non-binding resolution.)

(Resolution No. 4)

As Special Business:

- (5) **To consider and, if thought fit, pass the following resolution as an ordinary resolution:**

"That in accordance with the powers, provisions and limitations of Article 8(ii) of the Articles of Association of the Company, the Directors be and they are hereby authorised to allot relevant securities up to an aggregate nominal amount equal to the authorised but as yet unissued share capital of the Company on the date of the passing of this Resolution for a period of five (5) years from 6 May 2010, unless and to the extent that such power is renewed, revoked or extended prior to such date, save the Company may make before such expiry an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired."

(Resolution No. 5)

- (6) **To consider and, if thought fit, pass the following resolution as a special resolution:**

"That in accordance with the powers, provisions and limitations of Article 8 (iii) of the Articles of Association of the Company, the Directors be and they are hereby empowered to allot equity securities for cash and in respect of subparagraph (b) thereof up to an aggregate nominal value of €585,000."

(Resolution No. 6)

- (7) **To consider and, if thought fit, pass the following as a special resolution:**

"That, the Company and/or any of its subsidiaries (as defined by section 155 of the Companies Act, 1963) be and are hereby generally authorised to make market purchases (within the meaning of Section 212 of the Companies Act, 1990) from time to time of shares of any class in the Company up to a maximum number of shares equal to ten per cent of the Company's issued share capital at the date of the passing of this resolution, provided that this authority shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this resolution, or the date 15 months after the date of the passing of this resolution, whichever comes first, save that the Company and/or any of its subsidiaries as aforesaid may before such expiry make a contract of purchase which

would or might be executed wholly or partly after the expiry of this authority, so, however, that purchases of shares will be limited to a maximum price which will not exceed 5% above the average of the closing prices of the shares taken from the Irish Stock Exchange Daily Official List for the five business days before the purchase is made and to a minimum price which will not be less than the par value of the shares at the time the purchase is made."

(Resolution No. 7)

(8) To consider and, if thought fit, pass the following resolution as a special resolution:

"That, for the purposes of Section 209 of the Companies Act, 1990, the re-issue price range at which any treasury shares (as defined by the said Section 209) for the time being held by the Company may be re-issued off-market shall be as follows:

- (a) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120% of the Appropriate Price; and
- (b) the minimum price at which a treasury share may be re-issued off-market shall be an amount equal to 95% of the Appropriate Price.

For the purposes of this resolution the expression "Appropriate Price" shall mean the average of five amounts resulting from determining whichever of the following {(i), (ii) or (iii) specified below} in relation to shares of the class of which such treasury shares is to be re-issued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-issued, as determined from information published in the Irish Stock Exchange Daily Official List reporting the business done on each of these five business days:

- (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (iii) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day;

and if there shall be only a bid (but not an offer) or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the Appropriate Price. If the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price is to be determined is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent. The authority hereby conferred shall expire at the close of business on the day of the next Annual General Meeting of the Company or the date 18 months after the date of the passing of this resolution, whichever is the earlier, unless previously varied or renewed in accordance with the provisions of Section 209 of the Companies Act, 1990."

(Resolution No. 8)

(9) To consider and, if thought fit, pass the following resolution as a special resolution:

"That it is hereby resolved that the provision in Article 57 allowing for the convening of an Extraordinary General Meeting by at least fourteen Clear Days' notice (where such meetings are not convened for the passing of a special resolution) shall continue to be effective."

(Resolution No. 9)

(10) To consider and, if thought fit, pass the following resolution as a special resolution:

"That the form of the Articles of Association produced to the meeting and which have been signed for identification by the Chairman of the meeting, be and are hereby adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association."

(Resolution No. 10)

Charles Rinn
Company Secretary
Grafton Group plc
Heron House
Corrig Road
Sandyford Industrial Estate
Dublin 18

29 March 2010

Notes to Notice of AGM of Grafton Group plc

1. A member entitled to attend, speak, ask questions and vote is entitled to appoint a proxy to attend, speak, ask questions and vote on his behalf. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending, speaking, asking questions and voting at the meeting should the member subsequently wish to do so. 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. Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the Form of Proxy.
2. As a member, you have several ways to exercise your right to vote:
 - (a) By attending the Annual General Meeting in person;
 - (b) By appointing (either electronically or by returning a completed Form of Proxy) the Chairman or another person as a proxy to vote on your behalf;
 - (c) By appointing a proxy via the CREST System if you hold your shares in CREST.

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.

3. You may appoint the Chairman of the Company or another individual as your proxy. You may appoint a proxy by completing the enclosed Form of Proxy, making sure to sign and date the form at the bottom and return it to the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7 no later than 10.30a.m on 4 May 2010. If you are appointing someone other than the Chairman as your proxy, then you must fill in the details of your representative at the meeting in the box located underneath the wording "I/We hereby appoint the Chairman of the AGM OR the following person" on the Form of Proxy. If you appoint the Chairman 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.

Alternatively, a member may appoint a proxy or proxies electronically by logging on to the website of the registrars, Capita Registrars (Ireland) Limited at www.capitaregistrars.ie. 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.

4. To be effective, the form of proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7, not less than 48 hours before the time appointed for the holding of the meeting.
5. The Company, pursuant to Section 134A of the Companies Act 1963 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, specifies that only those shareholders registered in the Register of Members of the Company at close of business on 4th May 2010 (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting) shall be entitled to attend 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.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting 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 Proxy Instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited ("EUI")'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 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 Capita Registrars (Ireland) Limited (ID7RA08) by 10.30a.m. on 4 May 2010. 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 Capita Registrars (Ireland) Limited 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.
7. If you or a group of shareholders hold 6,929,188 or more Grafton units (i.e. at least 3% of the issued share capital of the Company), you or the group of shareholders acting together have the right to put an item on the agenda of the annual general meeting. In order to exercise this right, written details of the item you wish to have included in the AGM agenda together with a written explanation why you wish to have the item included in the agenda and evidence of your shareholding must be received by the Company Secretary at Grafton Group plc, Heron House, Corrig Road, Sandycroft Industrial Estate, Dublin 18 or by email to meetings@graftonplc.com no later than 42 days before the AGM meeting. An item cannot be included in the AGM agenda unless it is accompanied by the written explanation and received at either of these addresses by this deadline.
8. If you or a group of shareholders hold 6,929,188 or more Grafton units (i.e. at least 3% of the issued share capital of the Company), you or the group of shareholders acting together have the right to table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provision in company law. In order to exercise this right, the text of the draft resolution and evidence of your shareholding must be received by post by the Company Secretary at Grafton Group plc, Heron House, Corrig Road, Sandycroft Industrial Estate, Dublin 18 or by email to meetings@graftonplc.com by no later than 42 days before the AGM meeting. A resolution cannot be included in the AGM agenda unless it is received at either of these addresses by this deadline. Furthermore, shareholders are reminded that there are provisions in company law which impose other conditions on the right of shareholders to propose resolutions at the general meeting of a company.
9. Pursuant to section 134C of the Companies Act 1963, shareholders have a right to ask questions related to items on the AGM agenda and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if (a) an answer has already been given on the Company's website in the form of a "Q&A" or (b) it would interfere unduly with preparation for the meeting or the confidentiality or business interests of the Company or (c) it appears to the Chairman that it is undesirable in the interests of good order of the meeting that the question be answered. Before the AGM, you may also submit a question in writing by sending a letter, and evidence of your shareholding at least four business days before the AGM (i.e. 29th April 2010) to the Company Secretary, Grafton Group plc, Heron House, Corrig Road, Sandycroft Industrial Estate, Dublin 18 or by email to meetings@graftonplc.com.
10. This AGM notice, details of the total number of shares and voting rights at the date of giving this notice, the documents to be submitted to the meeting, copies of any draft resolutions and copies of the forms to be used to vote by proxy are available on the Company's website at www.graftonplc.com. Should you not receive a Form of Proxy, or should you wish to be sent copies of documents relating to the meeting, you may request this by telephoning the Company's Registrars on 00 353 (0) 1 8102400 or by writing to the Company Secretary at the address set out above.
11. The Memorandum and Articles of Association of the Company as well as a copy of the Memorandum and Articles of Association of the Company showing the amendments that would be made if Resolution 10 is adopted is available at www.graftonplc.com and may also be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company (i.e. Heron House, Corrig Road, Sandycroft Industrial Estate, Dublin 18) and at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2 and at the offices of Arthur Cox, 12 Gough Square, London EC4A 3DW, up to and including the date of the Annual General Meeting and at the Annual General Meeting itself.
12. As at 29 March 2010 (being the latest practicable date prior to the issue of this Notice), the outstanding share entitlements issued by the Company would result in the issue of 14,050,758 Grafton Units if such share entitlements were to be exercised (and assuming all vesting conditions had been satisfied). Further, the issue of all of these Units will represent approximately 5.72% of the enlarged equity (including treasury shares), or 6.37% (excluding treasury shares and if the Company were to exercise in full the proposed authority being sought in Resolution 7 above to purchase its own shares).

GRAFTON GROUP (UK) PUBLIC LIMITED COMPANY

Notice of a separate General Meeting of C Ordinary Shareholders convened under Article 69

Notice is hereby given that a General Meeting of C Ordinary Shareholders of Grafton Group (UK) plc will be held at the IMI Conference Centre, Sandyford Road, Dublin 16, Ireland on 6 May, 2010 immediately following the AGM of Grafton Group plc convened at 10.30am for the purposes of considering and, if thought fit, passing the following resolution as a Special Resolution:

SPECIAL RESOLUTION

THAT the variation of rights attaching to the C Ordinary Shares in the capital of the Company resulting from the passing of a Resolution to be proposed at the General Meeting of the Company to be held on the same day as this meeting a Notice of which accompanies this Notice, be hereby approved.

BY ORDER OF THE BOARD

Charles Rinn for and on behalf of
Grafton Group Secretarial Services Limited

29 March 2010
Grafton Group (UK) plc
Registered office: Aquis Court, 31 Fishpool Street, St Albans, AL3 4RF

Notes to the Notice of the General Meeting of C Ordinary Shareholders of Grafton Group (UK) plc

1. Entitlement to attend and vote

Only those members registered on the Company's register of members at 6.00 pm on 4 May 2010 as a 'C' Ordinary Shareholder; or if this Meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

2. Website giving information regarding the Meeting

Information regarding the Meeting, including the information required by section 311A of the Companies Act 2006, is available from www.graftonplc.com.

3. Attending in person

If you wish to attend the Meeting in person, you should bring with you your proxy form to the meeting which will be held at the IMI Conference Centre, Sandyford Road, Dublin 16, Ireland on 6 May, 2010.

4. Appointment of proxies

- 4.1 If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and in the notes to the proxy form.
- 4.2 If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.
- 4.3 A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 4.4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7.
- 4.5 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

5. Appointment of proxy using hard copy proxy form

- 5.1 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed; and
- sent or delivered to either:
 - (a) the Company at its registered office being Aquis Court, 31 Fishpool Street, St Albans, AL3 4RF; or
 - (b) the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7 Ireland.

(please note that if a copy of the signed proxy is sent to the Company or the Registrar then it will need to be certified by a notary or in some other way which is acceptable to the directors of the Company in their absolute discretion); and
- received by the Company or Registrar no later than 48 hours before the time appointed for the holding of the Meeting .

- 5.2 In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

- 5.3 Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

6. Electronic appointment of proxies

- 6.1 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting 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 Proxy Instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited ("EUI")'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 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 Capita Registrars (Ireland) Limited (ID7RA08) by 11.30am on 4 May 2010. 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 Capita Registrars (Ireland) Limited 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 EUI 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 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. Grafton Group (UK) plc may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

- 6.2 As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by logging on to the website of the registrars, Capita Registrars (Ireland) Limited at www.capitaregistrars.ie. 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. For an electronic proxy appointment to be valid, your appointment must be received by 11.30am on 4 May 2010.

7. Changing Proxy Instructions

- 7.1 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 7.2 Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7 Ireland.
- 7.3 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

8. Termination of proxy appointments

- 8.1 In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
 - By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the address specified in note 5.1 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
 - By logging on to the website of the registrars, Capita Registrars (Ireland) Limited at www.capitaregistrars.ie. After entering their Investor Code (IVC) as printed on the top of the Form of Proxy, shareholders will be able to revoke their proxies.

In either case, the revocation notice must be received by the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7 Ireland no later than 11.30am on 4 May 2010.

8.2 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

8.3 Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

9. 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.

10. Questions at the Meeting

Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

11. Nominated persons

If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("**Nominated Person**"):

- You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ("**Relevant Member**") to be appointed or to have someone else appointed as a proxy for the Meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

12. Documents on Display

A copy of the proposed new articles of association of the Company (together with a copy of the existing articles of association of the Company marked to show the changes being proposed) is available at www.graftonplc.com and is available for inspection at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 and at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2 and at the offices of Arthur Cox, 12 Gough Square, London EC4A 3DW, until the time of the Meeting and at the Meeting venue itself for at least 15 minutes prior to the Meeting until the end of the Meeting.

13. Communication

13.1 Except as provided above, members who have general queries about the Meeting should telephone the Company's Registrars on 00 353 (0) 1 8102400 or by writing to the Company Secretary at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18.

13.2 You may not use any electronic address provided either:

- in this notice; 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.

GRAFTON GROUP (UK) PUBLIC LIMITED COMPANY

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Grafton Group (UK) plc will be held at the IMI Conference Centre, Sandyford Road, Dublin 16, Ireland on 6 May, 2010 immediately following the AGM of Grafton Group plc convened at 10.30am and the General Meeting of C Ordinary Shareholders of the Company, for the purposes of considering and, if thought fit, passing the following resolution as a Special Resolution:

SPECIAL RESOLUTION

1. That, (subject to the approval of the 'C' Ordinary Shareholders) the Articles of Association of the Company be altered by:
 - 1.1 adding, at the end of the definition of "Grafton Unit" in Article 1(b), the words:
"or otherwise in accordance with these Articles"
 - 1.2 adding, after the words "Subject to the provisions of Article 100," in Article 2(c)(ii), the words:
"the holders of C Ordinary Shares shall be entitled to such dividends as may be declared from time to time on such Shares and"
 - 1.3 adding, at the beginning of Article 100(b)(i), the words:
"Without prejudice to the authority of the Company to declare and pay dividends on the C Ordinary Shares at any time in accordance with paragraph (a) of this Article and without prejudice to the authority of the Directors to resolve to pay interim dividends on the C Ordinary Shares at any time in accordance with paragraph (c) of this Article (in either such case irrespective of whether or not a Dividend Election has been made in respect of the Grafton Group Ordinary Share comprised in the same Grafton Unit as the relevant C Ordinary Shares)," and deleting the following word "A" and replacing it with "a" and deleting the word "only" at the end of that line after the words "declared and payable upon a C Ordinary Share"
 - 1.4 adding, at the beginning of Article 100(b)(i)(e), the words:
"only if and"
 - 1.5 deleting Article 100(b)(ii) and inserting the following:
 - "(ii) Dividends may be declared and/or paid on the C Ordinary Shares in euro or pounds sterling and for the avoidance of doubt a dividend may be paid to certain C Ordinary Shareholders in euro and to other C Ordinary Shareholders in pounds sterling in respect of the same dividend provided always that all C Ordinary Shareholders entitled to participate in such dividend receive an equal amount per C Ordinary Share held.*
 - (iii) For the purpose of calculating the amounts of the relative dividend to be paid either on Grafton Group Ordinary Shares and C Ordinary Shares in accordance with paragraph (b)(i) of this Article or where C Ordinary Shareholders are paid a dividend in different currencies from one another in accordance with paragraph (b)(ii) of this Article, the rate of exchange for Irish pounds or euro and pounds sterling shall be the rate of the Central Bank of Ireland for the exchange of such currencies at 11.00 am (Dublin Time) on the date fixed by the directors of Grafton Group, not being more than fourteen days prior to the date of the payment of the dividend to be paid on the C Ordinary Shares, as reported by such Bank to the Board."*
 - 1.6 deleting, at the beginning of the second sentence in Article 100(c), the words:
"If the Share Capital is divided into different classes,"
and changing the following word "the" to "The" and inserting in that second sentence after the words "The Directors may pay interim dividends" the following:
 - "(i) to the members in respect of the A Ordinary Shares and/or B Ordinary Shares and not on C Ordinary Shares and vice versa, and at different rates; and*
 - (ii)"*

BY ORDER OF THE BOARD

Charles Rinn for and on behalf of
Grafton Group Secretarial Services Limited

29 March 2010
Grafton Group (UK) plc
Registered office: Aquis Court, 31 Fishpool Street, St Albans, AL3 4RF

Notes to the Notice of the General Meeting of Grafton Group (UK) plc

1. Entitlement to attend and vote

Only those members registered on the Company's register of members at 6.00 pm on 4 May 2010; or if this Meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

2. Website giving information regarding the Meeting

Information regarding the Meeting, including the information required by section 311A of the Companies Act 2006, is available from www.graftonplc.com.

3. Attending in person

If you wish to attend the Meeting in person, you should bring with you your proxy form to the meeting which will be held at the IMI Conference Centre, Sandyford Road, Dublin 16, Ireland on 6 May, 2010.

4. Appointment of proxies

- 4.1 If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and in the notes to the proxy form.
- 4.2 If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.
- 4.3 A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 4.4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7.
- 4.5 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

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- 5.1 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

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- completed and signed; and
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(please note that if a copy of the signed proxy is sent to the Company or the Registrar then it will need to be certified by a notary or in some other way which is acceptable to the directors of the Company in their absolute discretion); and
- received by the Company or Registrar no later than 48 hours before the time appointed for the holding of the Meeting .

- 5.2 In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

- 5.3 Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

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- 6.1 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting 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 Proxy Instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited ("EUI")'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 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 Capita Registrars (Ireland) Limited (ID7RA08) by 11.30am on 4 May 2010. 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 Capita Registrars (Ireland) Limited 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 EUI 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 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. Grafton Group (UK) plc may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

- 6.2 As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by logging on to the website of the registrars, Capita Registrars (Ireland) Limited at www.capitaregistrars.ie. 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. For an electronic proxy appointment to be valid, your appointment must be received by 11.30am on 4 May 2010.

7. Changing Proxy Instructions

- 7.1 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 7.2 Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7 Ireland.
- 7.3 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

8. Termination of proxy appointments

- 8.1 In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
 - By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the address specified in note 5.1 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
 - By logging on to the website of the registrars, Capita Registrars (Ireland) Limited at www.capitaregistrars.ie. After entering their Investor Code (IVC) as printed on the top of the Form of Proxy, shareholders will be able to revoke their proxies.

In either case, the revocation notice must be received by the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7 Ireland no later than 11.30am on 4 May 2010.

8.2 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

8.3 Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

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10. Questions at the Meeting

Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:

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- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

11. Nominated persons

If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("Nominated Person"):

- You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ("Relevant Member") to be appointed or to have someone else appointed as a proxy for the Meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

12. Documents on Display

A copy of the proposed new articles of association of the Company (together with a copy of the existing articles of association of the Company marked to show the changes being proposed) is available at www.grafonplc.com and is available for inspection at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 and at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2 and at the offices of Arthur Cox, 12 Gough Square, London EC4A 3DW, until the time of the Meeting and at the Meeting venue itself for at least 15 minutes prior to the Meeting until the end of the Meeting.

13. Communication

13.1 Except as provided above, members who have general queries about the Meeting should telephone the Company's Registrars on 00 353 (0) 1 8102400 or by writing to the Company Secretary at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18.

13.2 You may not use any electronic address provided either:

- in this notice of 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.
