

GRAFTON GROUP (UK) plc

FORM OF PROXY

To be used for the General Meeting of Grafton Group (UK) plc (the "Company") to be held on 6 May 2010 immediately following:- (i) the AGM of Grafton Group plc convened at 10.30 am and (ii) the General Meeting of the C Ordinary Shareholders of the Company which follows the AGM of Grafton Group plc

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 general meeting of the Company to be held on 6 May 2010 and at any adjournment thereof. I/We direct the proxy to vote for/against the resolution to be proposed at such meeting, or to withhold his/her vote, as indicated below.

This proxy may be exercised in respect of all shares registered in my/our name(s). / This proxy may be exercised in respect ofshares 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.

RESOLUTION (The resolution is set out in full in the Notice of the General Meeting of the Company)	FOR	AGAINST	VOTE WITHHELD
(1) To amend the Articles of Association			

PLEASE NOTE THAT COMPLETED FORMS MUST BE RETURNED NO LATER THAN 11.30 AM ON 4 MAY 2010

Signature **FOR INFORMATION ONLY** Date ,2010

Detach here

GRAFTON GROUP (UK) plc

ATTENDANCE FORM

General Meeting at the IMI Conference Centre, Sandyford Road, Dublin 16, Ireland, 6 May 2010 immediately following:-
(i) the AGM of Grafton Group plc convened at 10.30 am and
(ii) the General Meeting of the C Ordinary Shareholders of the Company which follows the AGM of Grafton Group plc

Signature of Shareholder _____

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

<p>To be completed if you are a proxy</p> <p>Name of proxy (Block Letters) _____</p> <p>Number of shares in respect of which the proxy is appointed _____</p> <p>Signature _____</p>

NOTES TO THE PROXY FORM

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the Notice of the meeting.
2. 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
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, please contact the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5 Manor Street Business Park, Manor Street, Dublin 7 Ireland.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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.
6. To appoint a proxy using this 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 .
7. 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 for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. 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.
10. 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
11. 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).
12. If you submit more than one valid proxy appointment for the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. For details of how to change your proxy instructions or revoke your proxy appointment see the note to the notice of the meeting.
14. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.