

COMPANY NUMBER 125575

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
GRAINGER PLC

passed on 10 February 2010

At a general meeting of the above named Company duly convened and held on 10 February 2010, the following resolutions were duly proposed and passed as a special resolutions of the Company -

SPECIAL RESOLUTIONS

- 8 That in substitution for all other authorities, the directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the company to
- (a) allot or grant rights to subscribe for or to convert any security into shares in the company up to an aggregate nominal amount of £6,900,000, and
 - (b) allot equity securities (within the meaning of section 560 of the Act) up to a further aggregate nominal amount of £6,900,000 provided that they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date(s) as the directors may determine, where the shares or equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective number of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter

provided that in both cases

- 8 1 (except as provided in paragraph 8 2 below) this authority shall expire on the date of the next annual general meeting of the company, and
- 8 2 the company may before such expiry make an offer or agreement which would or might require shares or equity securities, as the case may be, to be allotted or such rights granted after such expiry and the directors may allot shares or equity securities or grant such rights, as the case may be, in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

All unexercised authorities previously granted to the directors to allot shares or to grant rights to subscribe for or to convert any security into shares be and are hereby revoked

