

Company no: 05520409

**THE COMPANIES ACT 2006
GRAINGER EUROPE (NO.2) LIMITED
("Company")**

WRITTEN RESOLUTIONS

Circulation Date: 4 October 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**Act**"), the directors of the Company ("**Directors**") propose that the following resolution is passed as a special resolution of the Company ("**Resolution**").

Special Resolution

1. **THAT** £135,698,516 of nominal capital paid up on the Company's issued ordinary shares be reduced by £119,847,780 to £15,850,736.

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the sole member of the Company entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions.


.....
Grainger plc

Date.... 04/10/17



NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using the following method:

Post: returning the signed copy to the Company's registered office.

Under the Act, if the Resolutions have not been passed 28 days from the circulation date of the Resolutions, the Resolutions will lapse and be of no further effect.

However, in order for the proposed reduction of capital to be effective, the Act requires that Resolution to be passed within 15 days of the date of the solvency statement signed by the directors of the Company (a copy of which is enclosed with this document). Accordingly, the last date by which the Resolutions must be returned and passed in order to implement the reduction of capital is 19 October 2017 (being 15 days from the date of the solvency statement signed by the directors of the Company).

2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received by 19 October 2017 for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.