

COMPANY NUMBER 5788577

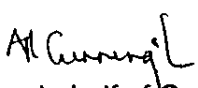
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
Greit Limited

Circulation date 26 March 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we the undersigned sole eligible member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date hereby pass the following resolutions and agree that if duly passed, they shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

WRITTEN RESOLUTIONS

- 1 That, the directors of the Company have the power given by section 550 of the Companies Act 2006 to allot shares of the Company or to grant rights to subscribe for or to convert any security into such shares
- 2 That any provision of the Company's memorandum of association (treated as a provision of the Company's articles of association by virtue of section 28 of the Companies Act 2006) as to the amount of the Company's authorised share capital, as altered by anything done by virtue of section 121 of the Companies Act 1985, be revoked and removed


For and on behalf of Grainger plc

Date

Note

An ordinary resolution will be passed once members representing a simple majority of the total voting rights of eligible members signify their agreement to it. A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it. In each case, the requisite percentage must be achieved within the period of 28 days beginning on the circulation date specified above.

If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand delivery, post, fax or email.

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