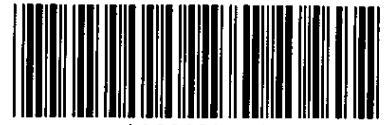


Company number: 00029846

THE COMPANIES ACT 2006

FRIDAY



A09 *A892PZFL* #269
05/07/2019
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF
WOLSELEY LIMITED
(the “Company”)**

Circulated on 3 May 2019 (the “Circulation Date”)

Pursuant to Chapter 2 of Part 13 of the Companies Act (the “Act”), the directors of the Company propose that the following resolutions be passed as an ordinary and special resolutions (the “Resolutions”):

ORDINARY RESOLUTION

1. **“THAT**, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot 4,000,000,000 ordinary shares of £ 0.00001 each and 100,000 ordinary shares of £0.10 each in the capital of the Company at such times and on such terms and conditions as the directors may determine (subject always to the articles of association of the Company). Unless renewed, varied or revoked by the Company, this authority shall expire five years from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired.

This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities as defined in section 560 of the Act pursuant to the authority conferred by resolution 1, as if section 560(1) of the Act did not apply to such allotment.”

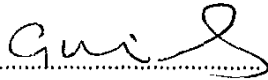
AGREEMENT

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

We, the undersigned, being the sole member of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the

Step 7.3 – shareholder resolution of WL

Resolutions be passed as a written resolution pursuant to section 288 of the Act and Resolution 2 shall take effect as special resolution:

..... 

for and on behalf of

FERGUSON PLC

Dated: 3 May 2019

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to 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 for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.