

Company No: 00029846

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

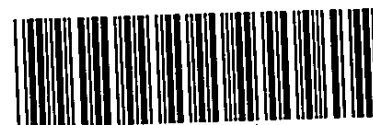
OF

WOLSELEY PLC
(the 'Company')

At a general meeting of the Company on 23 November 2010, the following resolutions were passed as Special Resolutions

- 1 **THAT** the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Wolseley Limited
- 2 **THAT** the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairperson be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association
- 3 **THAT** the terms of the agreement between the Company and Wolseley plc, a company incorporated and registered in Jersey with company number 106605 (*New Wolseley*), pursuant to which the Company proposes to buy 886,988,540 deferred shares of 24 pence each in the capital of the Company for cancellation from New Wolseley for an aggregate consideration of one penny, a copy of which has been produced to this meeting for the purposes of identification and signed by the Chairman hereof (the *Buyback Contract*), be approved and the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of 694 of the Companies Act 2006 to enter into the Buyback Contract, provided that this authority shall expire (unless previously revoked, varied or renewed) on 31 December 2011

THURSDAY



LD1 *LFOFEPEK* 104
25/11/2010
COMPANIES HOUSE