

Company number: 29846

1 December 2010

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
Wolseley Limited (Company)

THURSDAY



LD1 *LF54MPL5* 132
02/12/2010
COMPANIES HOUSE

We, the undersigned, being the sole member of the above Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution 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.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution and resolution 2 below is passed as an ordinary resolution (together, the Resolutions).

SPECIAL RESOLUTION

1 That, the directors of the Company having made a solvency statement on 1 December 2010 in accordance with Section 643 of the Companies Act 2006, the share capital of the Company be and is hereby reduced in accordance with Section 641 of the Companies Act 2006 such that:

- (a) the nominal value of each of the 18,674,179,648 issued shares in the capital of the Company from £0.10 to £0.00001;
- (b) the amount of GBP 1,155,544,788 standing to the credit of the share premium account of the Company be cancelled; and
- (c) the amount of GBP 212,877,250 standing to the credit of the capital redemption reserve of the Company be cancelled,

with the reserves in each case created on such reduction and on the cancellations being allocated to a distributable reserve.

ORDINARY RESOLUTION

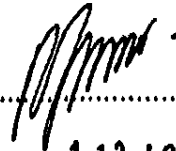
2. That, with effect from 1 December 2010, a dividend in kind of 1,695 shares of the nominal value of PLN 5,000 each in the nominal share capital of Wolseley Finance sp z o o from the Company to Wolseley plc be and is hereby declared

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on 1 December 2010 (the **Circulation Date**), hereby irrevocably agrees to the Resolutions:

Signed by
For and on behalf Wolseley plc
Date

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1.12.10
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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 it to the Company by hand delivering the signed copy to the Company Secretary, Wolseley Limited, Parkview 1220, Arlington Business Park, Theale, Reading, RG7 4GA.
2. If you do not agree to all of 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, by 29 December 2010, sufficient agreement has been received 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.