

SH06

Notice of cancellation of shares



What this form is for
You may use this form to give notice
of a cancellation of shares by a
limited company on purchase

What this form is NOT for
You cannot use this form
to give notice of a cancellation
of shares held by a public company
under section 663 or 730
Companies Act 2006. To do so,
please use form SH07

THURSDAY



LFAGQPEJ
LD6 25/11/2010 104
COMPANIES HOUSE

1 Company details

Company number: 00029846
 Company name in full: WOLSELEY PLC

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of cancellation

Date of cancellation: 24 / 11 / 2010

3 Shares cancelled

Class of shares (E.g. Ordinary/Preference etc.)	Number of shares cancelled	Nominal value of each share
DEFERRED SHARES	886,988,540	£0.24

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Statement of capital

Section 4 (also Section 5 and Section 6 if appropriate) should reflect the company's share capital immediately following the cancellation

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY SHARES	£0.10	NIL	284,519,186	£28,451,918.60
A ORDINARY SHARE	£0.10	NIL	1	£ 0.10
				£
				£
Totals			284,519,187	£28,451,918.70

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	284,519,187
Total aggregate nominal value ④	£28,451,918.70

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

Continuation pages
Please use a Statement of Capital continuation page if necessary


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7 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5		<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none">a particulars of any voting rights, including rights that arise only in certain circumstances,b particulars of any rights, as respects dividends, to participate in a distribution,c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), andd whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a Statement of Capital continuation page if necessary</p>
Class of share	ORDINARY SHARES	
Prescribed particulars 1	SEE SEPARATE CONTINUATION PAGE ATTACHED	
Class of share	A ORDINARY SHARE	
Prescribed particulars 1	SEE SEPARATE CONTINUATION PAGE ATTACHED	
Class of share		
Prescribed particulars 1		

8 Signature

I am signing this form on behalf of the company		<p>2 Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership</p> <p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	Signature X  X	
This form may be signed by Director 2 , Secretary, Person authorised 3 , Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager		

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 **Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	ROBERT GOLDSMITH
Company name	WOLSELEY GROUP SERVICES
Address	PARKVIEW 1220 ARLINGTON BUSINESS PARK THEALE
Post town	READING
County/Region	BERKS
Postcode	RG7 4GA
Country	UK
DX	
Telephone	0200118 929 8700

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- The company name and number match the information held on the public Register
- You have completed Section 2
- You have completed Section 3
- You have completed the relevant sections of the Statement of capital
- You have signed the form

 **Important information**

Please note that all information on this form will appear on the public record

 **Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

 **Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	ORDINARY SHARES	
Prescribed particulars ①	<p>Holders of ordinary shares of Wolseley plc (the "Company") are entitled to attend, speak and vote at general meetings of the Company. Every shareholder who is present in person or by proxy has one vote on a show of hands and one vote for every ordinary share that he holds on a poll. Subject to the applicable statutes, the Company may by ordinary resolution declare dividends, but no dividend shall exceed the amount recommended by the Board. The Board may pay interim dividends if it appears to the Board that they are justified by the profits of the Company available for distribution. If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by applicable statute (a) divide among the shareholders the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the shareholders or different classes of shareholders, (b) vest the whole or any part of the assets in trustees for the benefit of the shareholders, and (c) determine the scope and terms of those trusts. No shareholder shall be compelled to accept any asset on which there is a liability. No ordinary shares are to be redeemed or are liable to be redeemed at the option of the Company or any shareholder, but subject to applicable statute, shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or any shareholder.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share</p>

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A ORDINARY SHARE	<p>Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share</p>
Prescribed particulars	<p>(a) the A Ordinary Share shall not entitle the holder of the A Ordinary Share to receive notice of, or attend or vote at, any general meeting of the Company,</p> <p>(b) the A Ordinary Share shall carry dividend and capital distribution (including on a winding up) rights,</p> <p>(c) the A Ordinary Share shall not, otherwise than as provided in the paragraph (c) below, be transferable, and</p> <p>(d) the Company shall have an irrevocable authority from the holder of the A Ordinary Share at any time to do all or any of the following without obtaining the sanction of the holder of the A Ordinary Share</p> <ul style="list-style-type: none"> (i) to appoint any person to execute on behalf of the holder of the A Ordinary Share a transfer of that A Ordinary Share and/or an agreement to transfer such A Ordinary Share (without making any payment for them) to such person as the Company may determine, (ii) to purchase the A Ordinary Share in accordance with the Companies Act 2006 without obtaining the consent of the holder of that A Ordinary Share in consideration of the payment to the holder whose A Ordinary Share is being purchased of an amount equal to one penny in respect of the A Ordinary Share being purchased, (iii) for the purposes of any such purchase, to appoint any person to execute a contract for the sale of such A Ordinary Share to the Company on behalf of the holder of such A Ordinary Share, (iv) to cancel the A Ordinary Share purchased in accordance with the Act, and (v) pending any such transfer, purchase or cancellation, to retain the certificate (if any) for the A Ordinary Share <p>The A Ordinary Share cannot be redeemed at the option of the Company or any shareholder</p>	