

Company No: 29846

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

**WOLSELEY PLC**  
(the 'Company')

THURSDAY



A19 \*A4DR5FAC\* 157  
26/11/2009  
COMPANIES HOUSE

At an Annual General Meeting of the Company on 18 November 2009 at 12:00pm, the following non-routine resolutions were passed as Ordinary Resolutions:

**"Resolution 12**

That the Company and any company which is or becomes its subsidiary during the period to which this resolution relates, be authorised in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), during the period commencing on the date of this Annual General Meeting and ending on the date of the Company's next Annual General Meeting, to:

- 12.1 make political donations to political parties and/or independent election candidates;
- 12.2 make political donations to political organisations other than political parties; and
- 12.3 incur political expenditure,

in a total aggregate amount not exceeding £125,000.

For the purposes of this resolution, the terms 'political donations', 'political organisations' and 'political expenditure' have the meanings given to them by sections 363 to 265 of the Act."

**"Resolution 13**

- 13.1 That the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to:
  - (a) allot shares in the Company and to grant rights to subscribe for or to convert any securities into shares in the Company:
    - (i) up to an aggregate nominal amount of £9,461,312; and
    - (ii) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £18,922,625 (including, within such limit, any shares issued or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue:

- (A) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
    - (B) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date which is 15 months after the date of this resolution); and

(b) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights, in pursuance of that offer or agreement as if this authority had not expired;

- 13.2 That, subject to paragraph 13.3, all existing authorities given to the Directors pursuant to section 80 of the Companies Act 1985 be revoked by this resolution; and
- 13.3 That paragraph 13.2 shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made."



Company Secretary