

# SH19

## Statement of capital



A fee is payable with this form  
Please see 'How to pay' on the last page

**What this form is for**

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

**What this form is NOT for**

You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

For further information, please refer to our guidance at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### 1 Company details

Company number 

0	0	0	2	9	8	4	6
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Company name in full **WOLSELEY PLC**

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

All fields are mandatory unless specified or indicated by \*

### Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution

### 2 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling  
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5

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
Deferred Shares	£0 24	NIL	886,988,540	£ 212,877,250
A Ordinary Share	£0 10	NIL	1	£ 0 10
				£
				£
<b>Totals</b>			886,988,541	£ 212,877,250 10

### 3 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

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
<b>Totals</b>				

① Including both the nominal value and any share premium  
② Total number of issued shares in this class.

③ Number of shares issued multiplied by nominal value of each share

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

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Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>				

❶ Including both the nominal value and any share premium

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

**Continuation pages**

Please use a Statement of Capital continuation page if necessary

❸ Total number of issued shares in this class.

**4 Statement of capital (Totals)**


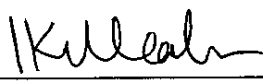
	Please give the total number of shares and total aggregate nominal value of issued share capital	<p>❹ Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc</p>
Total number of shares	886,988,541	
Total aggregate ❹ nominal value	£212,877,250 10	

**5 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 2 and Section 3	<p>❺ Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary</p>
Class of share	Deferred Shares	
Prescribed particulars ❺	See separate continuation page attached	
Class of share	A Ordinary Share	
Prescribed particulars ❺	See separate continuation page attached	

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Class of share		<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars <b>1</b>		
Class of share		
Prescribed particulars <b>1</b>		

<b>6</b>	<b>Signature</b>	
	I am signing this form on behalf of the company	
Signature	<p>Signature</p> <p>X  X</p> <p></p>	<p><b>2 Societas Europaea</b> 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><b>3 Person authorised</b> Under either section 270 or 274 of the Companies Act 2006</p>
	This form may be signed by Director <b>2</b> , Secretary, Person authorised <b>3</b> , 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 **MPN-J/HA/TR**

Company name **Freshfields Bruckhaus Deringer LLP**

Address **65 Fleet Street**

Post town

County/Region **London**

Postcode **E C 4 Y 1 H S**

Country **UK**

DX

Telephone **+44 (0) 20 7936 4000**

 **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 the relevant sections of the statement of capital
- You have signed the form
- You have enclosed the correct fee

 **Important information**

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

 **How to pay**

**A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement**

Make cheques or postal orders payable to 'Companies House'

 **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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**

<b>5</b> Statement of capital (Prescribed particulars of rights attached to shares)	
<p>Class of share</p> <p>Prescribed particulars ①</p>	<p>A Ordinary Share</p> <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 (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> <p>The A Ordinary Share cannot be redeemed at the option of the Company or any shareholder</p>
	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

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

Class of share	Deferred Shares	
<p>Prescribed particulars ①</p>	<p>(i) on a winding-up or other return of capital, the Deferred Shares shall entitle the holders of the shares only to payment of the amounts paid up on those shares, after repayment to the holders of any and all ordinary shares then in issue of the nominal amount paid up on those ordinary shares held by them respectively and the payment in cash or in specie of £10,000,000 on each of those ordinary shares,</p> <p>(ii) the Deferred Shares shall not entitle the holders of such shares to receive any dividend or other distribution (other than pursuant to paragraph (i) above) or to receive notice of, or to attend, speak or vote at, any general meeting of the Company,</p> <p>(iii) the Deferred Shares shall not, save as provided in paragraph (iv) below, be transferable,</p> <p>(iv) the Company shall have an irrevocable authority from each holder of the Deferred Shares at any time to do all or any of the following without obtaining the sanction of the holder or holders of the Deferred Shares (A) to appoint any person to execute on behalf of any holder of Deferred Shares a transfer of all or any of those shares and/or an agreement to transfer the same (without making any payment for them) to such person or persons as the Company may determine and to execute any other documents which such person may consider necessary or desirable to effect such transfer, in each case without obtaining the sanction of the holder(s) and without any payment being made in respect of such acquisition, (B) to purchase all or any of the shares in accordance with the Companies Act 1985 and the Companies Act 2006, as relevant (the "Act") without obtaining the consent of the holders of those shares in consideration of the payment to the holders whose shares are purchased of an amount not exceeding one penny in respect of all the Deferred Shares then being purchased, (C) for the purposes of any such purchase, to appoint any person to execute a contract for the sale of any such shares to the Company on behalf of any holder of Deferred Shares, (D) to cancel all or any of the Deferred Shares purchased in accordance with the Act, and</p> <p>(v) pending any such transfer, purchase or cancellation, to retain the certificates (if any) for all or any of the Deferred Shares</p> <p>No Deferred Shares 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"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share.</p>