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

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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 resolutions and agree that the said resolutions 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.

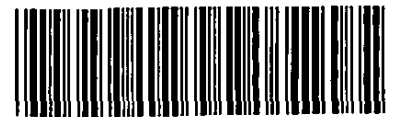
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1, 2 and 3 below be passed as special resolutions (together the "Special Resolutions").

**SPECIAL RESOLUTIONS**

- 1 That in accordance with section 551 of the Companies Act 2006 the directors be generally and unconditionally authorised, for the period commencing on and with the effect from the date of the passing of this resolution and expiring on the fifth anniversary of that date to exercise all the Company's powers to allot new ordinary shares of £0.10 each in the capital of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
2. That, subject to the passing of resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 2, as if section 561(1) of the 2006 Act did not apply to any such allotment.
- 3 That the Company's unrealised reserves of £1,838,966,013 be capitalised and the capitalised sum of £1,838,966,013 be applied in paying up new ordinary shares in the Company to the Company's sole shareholder, Wolseley plc, in the same proportion as shares in the Company are currently held

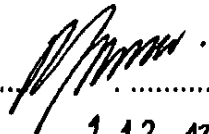
**AGREEMENT**

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



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

Signed by  
For and on behalf Wolseley plc  
Date

.....  
  
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.

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

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement

3. 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.

4. 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.

5. 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