

Company Number: 00029846

THE COMPANIES ACT 2006

TUESDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

WOLSELEY LIMITED

(the "Company")

Circulated on 14 May 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions"):

SPECIAL RESOLUTIONS

1. "THAT, pursuant to section 641(1)(a) of the Act, the entire amount standing to the credit of the share premium account of the Company as at the date of these Resolutions, being the sum of US\$~~1,692,647,232.57~~, be cancelled and extinguished; and
1,632,946,635.60
2. THAT, the amount arising upon the reduction pursuant to Resolution 1 above be credited to the distributable reserves of the Company."

AGREEMENT

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

We, the undersigned, being the sole member of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.

.....

for and on behalf of

FERGUSON HOLDINGS LIMITED

Dated: 14 May 2019

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. 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.
2. If you do not agree to any 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. Pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital (the date of such solvency statement being 14 May 2019), therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.