

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

WOLSELEY plc

At an Annual General Meeting of the Company held on 18 November 2008 at 12.00 pm the following resolutions were passed as Special Resolutions:-

**"Resolution 9**

That, subject to the passing of Resolution 8, the power conferred on the Board by Article 10.2 of the Company's Articles of Association be renewed for a period ending at the conclusion of the next Annual General Meeting of the Company or, if earlier, 17 February 2010 and for that period the section 89 (as defined by the Companies Act 1985) amount is £8,274,832.

**Resolution 10**

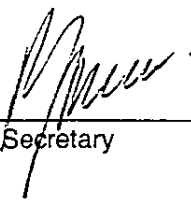
That the Company be generally and unconditionally authorised, in accordance with the provisions of Article 12 of the Company's Articles of Association and Part VII of the Companies Act 1985 (the 'Act'), to make market purchases (within the meaning of section 163 of the Act) of ordinary shares of 25 pence each in the capital of the Company ('ordinary shares') provided that:

**10.1** the maximum number of ordinary shares hereby authorised to be purchased is 66,198,658;

**10.2** the minimum price (exclusive of expenses) that may be paid for each ordinary share is 25 pence;

**10.3** the maximum price (exclusive of expenses) that may be paid for each ordinary share purchased pursuant to this authority is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and

**10.4** the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution provided that the Company may, prior to the expiry of this authority, make a contract to purchase its own ordinary shares, which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of its own ordinary shares in pursuance of such contract."

  
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Company Secretary

TUESDAY



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10/02/2009  
COMPANIES HOUSE