

Company number 0636445

26 July 2012

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of
Wolseley UK Limited (Company)

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 resolution and agree that the said resolution 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 the resolution below is passed as a special resolution
(Special Resolution)

SPECIAL RESOLUTION

That, the directors of the Company having made a solvency statement on 26 July 2012 in accordance with section 643 of the Companies Act 2006, the share capital of the Company be and is hereby reduced in accordance with section 641 of the Companies Act 2006 such that the amount standing to the credit of the share premium account of the Company be reduced by GBP 600,000,000, with the reserves created on such reduction being allocated to a distributable reserve

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on 26 July 2012 (the **Circulation Date**), hereby irrevocably agrees to the Special Resolution

Signed by
For and on behalf Wolseley UK
Holdings Limited
Date

.....



26.7.12

.....

COMPANIES HOUSE

MONDAY



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L1E8ZDUB
30/07/2012

#315

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to the Company Secretary, Wolseley UK Limited, The Wolseley Center, Spa Park, Harrison Way, Royal Leamington Spa CV31 3HH
2. If you do not agree to the resolution, 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 resolution, you may not revoke your agreement
4. Unless, by 15 August 2012, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date
5. 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
6. 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