

Company Number 636445

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WOLSELEY UK LIMITED
("the Company")

ELECTIVE RESOLUTION

The sole member of the above Company, pursuant to the Company's Memorandum and Articles of Association, unanimously passed the following elective resolution on 4 May 2005:

"It is hereby unanimously resolved as an elective resolution in accordance with Section 379A of the Companies Act 1985 ("the Act") that the Company elects, pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually".


.....
Company Secretary

