

**WOLSELEY UK LIMITED**  
(the *Company*)

**Private Company Limited by Shares**

**WRITTEN RESOLUTION OF THE SOLE MEMBER**

The directors of the Company propose that the following resolution (the **Resolution**) be passed as a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolution is proposed as a special resolution.

**SPECIAL RESOLUTION**

**THAT:**

- (a) the directors of the Company having on 22 January 2021 made a solvency statement in accordance with Section 643 of the Companies Act 2016, the share premium account of the Company be and is hereby reduced in accordance with Section 641 of the Companies Act 2006 by cancelling the whole of the Company's share premium account (amounting to £245,108,000 by reference to the accounts of the Company dated 31 July 2020) and the resulting reduction monies be credited to the reserves of the Company (the **Reduction of Capital**); and
- (b) the directors of the Company be and are hereby authorised on behalf of the Company to sign and/or despatch any documents or notices and to do all other acts or things as may be necessary to give effect to the Reduction of Capital or which might otherwise be desirable in connection therewith.

**AGREEMENT**

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

The undersigned, on behalf of Ferguson Group Holdco Limited, being the only person entitled to vote on the Resolution on 22 January 2021 (the **Circulation Date**), hereby irrevocably agrees to the Resolution and confirms receipt of a copy of the Solvency Statement at or before the time of receipt of the copy of the Resolution as required by 642(2) of the Companies Act 2006.

.....  
on behalf of Ferguson Group Holdco Limited

*Phil Scott*  
.....  
Phil Scott, Director

Date: 22 January 2021

MONDAY



A03 \*A9WWRC6Y\* #16  
25/01/2021  
COMPANIES HOUSE

**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 attaching a scanned copy of the signed document to an email and sending it to [Nicky.Randle@wolseley.co.uk](mailto:Nicky.Randle@wolseley.co.uk).
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 28 days after the Circulation Date, 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 by this date.