
PRIVATE COMPANY LIMITED BY SHARES
Tool Center Limited

Confirmation Statement

The directors of the Company confirm the following

- (a) the attached Solvency Statement was executed by the directors of the Company on 23 April 2014,
- (b) the Solvency Statement was not made more than 15 days before the date on which the attached special resolution approving the capital reduction, signed by Wolseley Limited as sole shareholder of the Company, was passed (the **Special Resolution**), and
- (c) the Solvency Statement was provided, at the same time as the Special Resolution, to Wolseley Limited as the Company's sole shareholder in accordance with section 642(2) of the Companies Act 2006

Signed by



DIRECTOR **WOLSELEY DIRECTORS LIMITED**

ACTING BY GRAHAM MIDDLEMISS

Date 23 April 2014



DIRECTOR **ROBERT ANDREW ROSS SMITH**

Date 23 April 2014



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