
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
Tool Center Limited

We, the undersigned, being the sole member of the above Company in each of the share classes of the Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution in respect of each share class 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 23 April 2014 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 nominal value of the sole share class of the Company be reduced from a total of 200,000 issued shares of £1 00 to one share of £0 001 in the sole share class, and with the reserves created on such reduction together with the amount standing being allocated to the profit and loss account

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 resolution on 23 April 2014 (the **Circulation Date**), hereby irrevocably agrees to the Special Resolution

Signed by
For and on behalf **Wolseley Limited**



Date

23 APRIL 2014



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SPE

26/04/2014

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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 delivering the signed copy to the Company Secretary, Tool Center Limited, Parkview 1220, Arlington Business Park, Theale, Reading, RG7 4GA

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 20 May 2014, 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
