

TRAVIS PERKINS PLC

Company Number 824821

The following resolutions were passed as Special Business by the shareholders of Travis Perkins plc at the company's Annual General Meeting on Monday 24 April 2006:-

ORDINARY RESOLUTION

To approve the directors' remuneration report for the financial year ended 31 December 2005.

ORDINARY RESOLUTION

THAT the authority conferred on the directors by Article 4(B) of the Company's Articles of Association be and is hereby renewed for the period expiring fifteen months after the date of the passing of this resolution, or if earlier, at the conclusion of the next Annual General Meeting and for that period the "section 80 amount" is £1,364,633.

SPECIAL RESOLUTION

THAT, subject to the passing of Resolution 9, the power conferred on the directors by Article 4(C) of the Company's Articles of Association be and is hereby renewed for the period expiring fifteen months after the date of the passing of this resolution or, if earlier, at the conclusion of the next Annual General Meeting and for that period the "section 89 amount" is £406,534.

SPECIAL RESOLUTION

THAT the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 10 pence each in the capital of the Company ("ordinary shares"), provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 12,135,366 (representing 10 per cent. of the issued share capital of the Company as at 7 March 2006);
- (b) the minimum price which may be paid for an ordinary share is its nominal value of 10 pence, exclusive of expenses;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share as derived from The London Stock Exchange Daily Official List for each of the five business days immediately preceding the day on which that ordinary share is purchased, exclusive of expenses;
- (d) this authority expires at the conclusion of the next Annual General Meeting of the Company or the date fifteen months from the date of passing of this resolution, whichever is the earlier; and
- (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares pursuant to any such contract.

