PRIVATE COMPANY LIMITED BY SHARES Wolseley Limited (Company)

Confirmation Statement

The directors of the Company confirm the following

- (a) the attached Solvency Statement was executed by the directors of the Company on 1 December 2010,
- (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 plc as sole shareholder of the Company, was passed (the **Special Resolution**), and
- (c) the Special Resolution was provided to Wolseley plc as the Company's sole shareholder in accordance with section 642(2) of the Companies Act 2006

Signed by

DIRECTOR RICHARD IVAN SHOYLEKOV

Som Much

Date

DIRECTOR JOHN WALLEY MARTIN

Date 01/12/2010

DIRECTOR MATTHEW JOHN WEBB

Date

DIRECTOR MICHAEL JAMES RODDY VERRIER

Date



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DIRECTOR RICHARD IVAN SHOYLEKOV

Date

DIRECTOR JOHN WALLEY MARTIN

Date

DIRECTOR MATTHEW JOHN WEBB

1 Dec 2010

Date

DIRECTOR MICHAEL JAMES RODDY VERRIER

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Signed by	BICHABD MAN SHOVI EKON
DIRECTOR	RICHARD IVAN SHOYLEKOV
Date	JOHN WALLEY MARTIN
DIRECTOR.	MATTHEW JOHN WEBB
	MICHAEL JAMES RODDY VERRIER