

Company number 840222

MONDAY



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31 August 2010

COMPANIES HOUSE

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PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of  
GRANVILLE CONTROLS LIMITED (Company)

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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 (the **Special Resolution**)

**SPECIAL RESOLUTION**

That, the directors of the Company having made a solvency statement on 31 August 2010 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

- (a) the issued share capital of the Company be reduced by cancelling and extinguishing all of its existing issued and paid up shares save for one ordinary share of £1 resulting in the issued share capital of the Company being reduced from £1000 divided into<sup>1</sup>

- i 1000 ordinary shares of £1 each,
- ii 0 preference shares of £0 each, and
- iii 0 preference shares of £0 each

to £1 divided into 1 ordinary share of £1, and

- (b) the amount of £0 standing to the credit of the share premium account of the Company be cancelled, and
- (c) the amount of £0 being all other undistributable reserves (if any) of the Company be cancelled

**AGREEMENT**

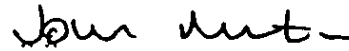
Please read the notes at the end of this document before signifying your agreement to the Special Resolution

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<sup>1</sup> For the purposes of this resolution it is agreed that reference to £0 shares of a particular type (whether ordinary, A ordinary, preference of any type or deferred) is taken as meaning that the capital of the Company does not comprise the number or type of shares so described. Further, reference to share premium of £0 or other reserves of £0 is taken as meaning that there is no such premium or reserves

The undersigned, a person entitled to vote on the above resolution on 31 August 2010 (the Circulation Date), hereby irrevocably agrees to the Special Resolutions

Signed by  
For and on behalf of Wolseley plc  
Date

A handwritten signature in black ink, appearing to read "John Smith", written over a horizontal line.

31 August 2010

## NOTES

1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand delivering the signed copy to the Company Secretary, Granville Controls Limited, c/o Parkview 1220, Arlington Business Park, Theale, Reading, RG7 4GA

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement

3 Unless, by 28 September 2010, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

4 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

5 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