

Wolseley H Limited

Certified copy of Elective Resolutions of the Company duly passed at an Extraordinary General Meeting on 21 July 1998

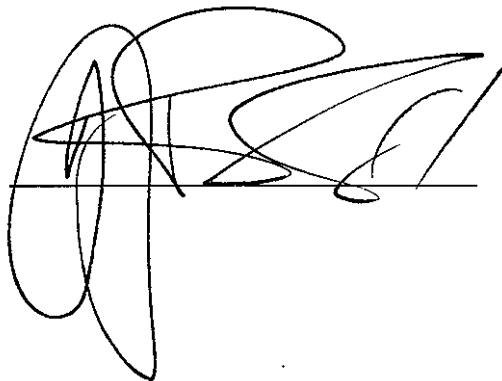
Elective Resolutions

IT WAS RESOLVED that the following resolutions be passed as Elective Resolutions:

- "(a) That pursuant to Section 252 of the Companies Act 1985 (the "Act") the company shall dispense with the laying of accounts and report before the company in General Meeting;
- (b) That pursuant to Section 366A of the Act, the Company shall dispense with the holding of Annual General Meetings; and
- (c) That pursuant to Section 386 of the Act, the company shall dispense with the obligations to approve auditors annually."

I hereby certify that the foregoing are true copies of the Resolutions duly passed.

Secretary:



Date: 28/7/98

