WOLSELEY

Notice of Annual General Meeting

Thursday, 29 November 2012

at 3.00pm Swiss time (2.00pm UK time)

to be held at Parkhotel, Industriestrasse 14,

CH-6304 Zug, Switzerland

with an audio-visual link to the Meeting at

Deutsche Bank's London office, Winchester House,

1 Great Winchester Street, London EC2N 2DB, UK

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, bank manager, solicitor or accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in Wolseley plc, you should pass this Notice of Annual General Meeting and the accompanying documents as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

Notice of the Annual General Meeting of Wolseley plc, which has been convened for Thursday, 29 November 2012 at 3.00pm Swiss time (2.00pm UK time) at Parkhotel, Industriestrasse 14, CH-6304 Zug, Switzerland, is set out in Part IV of this document.

A Form of Proxy for use at the Annual General Meeting by holders of Existing Ordinary Shares in Wolseley plc is enclosed with this Notice. To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's Registrar, Equiniti, as soon as possible and in any event not later than Tuesday 27 November 2012 at 3.00pm Swiss time, being 48 hours before the time appointed for holding the Annual General Meeting.

Application will be made to the UK Listing Authority for the New Ordinary Shares arising from the proposed Share Consolidation to be admitted to the premium segment of the Official List and to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. It is expected that dealings in Existing Ordinary Shares will continue until 5.00pm (UK time) on 7 December 2012 and that Admission of the New Ordinary Shares will become effective and dealings for normal settlement will commence at 8.00am (UK time) on 10 December 2012.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Wolseley plc which is set out on pages 3 and 4 of this document and which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting. The Resolutions will be voted on by taking a poll.

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Expected timetable of principal events

	2012
Existing Ordinary Shares marked ex-entitlement to the Final Dividend	10 October
Record date for entitlement to the Final Dividend	5.00pm (UK time) on 12 October
Latest time and date for election to participate in the DRIP for the Final Dividend	5.00pm (UK time) on 9 November
Latest time and date for receipt by the ADR Depositary of completed voting instruction cards from holders of ADRs	10.00am (New York time) on 23 November
Latest time and date for receipt of Forms of Proxy from Shareholders	3.00pm on 27 November
Annual General Meeting	3.00pm on 29 November
Payment of the Final Dividend to Shareholders	30 November
Purchase of Existing Ordinary Shares for participants in the DRIP in respect of the Final Dividend	30 November
Existing Ordinary Shares purchased pursuant to the DRIP in respect of the Final Dividend credited to CREST accounts	6 December
Record date for entitlement to the Special Dividend and for the Share Consolidation	5.00pm (UK time) on 7 December
ADR record date for entitlement to the Special Dividend	5.00pm (UK time) on 7 December
Commencement of dealings in New Ordinary Shares	8.00am (UK time) on 10 December
Commencement of dealings in new ADSs	8.00am (UK time) on 10 December
Existing Ordinary Shares marked ex-entitlement to the Special Dividend	10 December
CREST accounts credited with New Ordinary Shares	10 December
Latest time and date for election to participate in the DRIP for the Special Dividend	5.00pm (UK time) on 11 December
Payment (where applicable) of fractional entitlements for New Ordinary Shares; despatch (where applicable) of certificates for New Ordinary Shares	21 December
Payment of the Special Dividend to Shareholders	31 December
Purchase of New Ordinary Shares for participants in the DRIP in respect of the Special Dividend	31 December
New Ordinary Shares purchased pursuant to the DRIP in respect of the Special Dividend credited to CREST accounts	7 January 2013

Notes:

(1) References to times in this document are to Swiss time unless otherwise stated. Unless the context requires otherwise, capitalised terms used in this document shall have the meanings given to them in Part III (Definitions) of this document.

(2) If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by an announcement to a Regulatory Information Service.

(3) All events in the above timetable scheduled to take place after the Annual General Meeting in respect of the Special Dividend and the Share Consolidation are conditional on the approval by Shareholders of Resolution 18 as proposed. The despatch of certificates for New Ordinary Shares (where applicable), ADSs (where applicable) and the payment of the Special Dividend and fractional entitlements (where applicable) are conditional upon the New Ordinary Shares being admitted to the Official List of the UK Listing Authority and being admitted to trading on the London Stock Exchange.

WOLSELEY

26 October 2012

Dear Shareholder

Annual General Meeting

I am pleased to enclose the Notice convening the forthcoming Annual General Meeting for Shareholders of Wolseley plc, which will be held on Thursday, 29 November 2012. The AGM will be held at Parkhotel, Industriestrasse 14, CH-6304 Zug, Switzerland and will commence at 3.00pm, Swiss time. For the convenience of our Shareholders who are unable to travel to Zug, an audio-visual link to the Meeting proposed to be available at Deutsche Bank's London office, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom, commencing at 2.00pm, UK time.

The Directors will be located in Zug. Shareholders attending the venue in London will be able to see and hear the proceedings of the AGM in Zug and will be given the opportunity to ask the Directors questions about the business of the Meeting and about the Company via the audio-visual link. Shareholders attending the venue in London will not be regarded as present at the AGM (or any adjournment thereof) and will therefore not be entitled to vote at the Meeting. A technical failure of the audio-visual link will not in any way affect the validity of the proceedings of the AGM which shall continue in Zug.

Any Shareholder who will be attending at the venue in London is encouraged to vote in advance of the Meeting by completing and submitting their Form of Proxy as described on page 19 of this document.

Details of the locations of the Meeting in Zug and of the venue in London are given on page 24 of this document.

The business to be considered at the AGM is set out in the Notice, which you can find on pages 13 to 15 of this document. Explanatory notes on each Resolution to be considered at the AGM appear on pages 17 to 20 of this document.

Final Dividend

Shareholders are being asked to approve a final dividend of 40 pence per Existing Ordinary Share for the financial year ended 31 July 2012. If Shareholders approve the recommended Final Dividend, this will be paid on 30 November 2012 to all Shareholders who were on the Register at 5.00pm (UK time) on 12 October 2012.

Special Dividend and Share Consolidation

On Tuesday 2 October 2012, the Board proposed a special dividend of £350 million reflecting the Group's strong financial position and ongoing operating cash flows. Shareholders are therefore now being asked to approve the Special Dividend of 122 pence per Existing Ordinary Share which will be accompanied by a consolidation of Existing Ordinary Shares on the basis of 22 New Ordinary Shares for every 23 Existing Ordinary Shares. If Shareholders approve the proposed Special Dividend, this will be paid on 31 December 2012 to those Shareholders on the Register at 5.00pm (UK time) on 7 December 2012.

Further details about the Special Dividend and the Share Consolidation are set out in Part II of this document.

Holders of ADRs should read paragraphs 5 and 6 of Part II, which contain important information regarding the Special Dividend and Share Consolidation which is relevant to them, and a description of certain US federal income tax consequences of the Special Dividend and the Share Consolidation.

The Board of Directors

I would like to take this opportunity to highlight Resolutions 4 to 11 which relate to the re-election of our Directors. In accordance with the UK Corporate Governance Code, all our Directors will be standing for re-election this year. A brief summary of the skills and experience of each of the Directors is set out on page 16 of this document. More in-depth biographies can be found in our Annual Report and Accounts for the year ended 31 July 2012. Each of the Directors being proposed for re-election has been subject to a formal performance evaluation and was considered to be effective in their role and to be committed to making available the appropriate time for Board meetings and other duties. Further details of the performance evaluation are set out in the Corporate Governance report on page 72 of the Annual Report and Accounts. I believe each of the re-appointments in Resolutions 4 to 11 are in the best interests of the Company.

Actions to be taken by Shareholders

All Resolutions for consideration at the Meeting will be decided on a poll rather than on a show of hands. This means that each Shareholder has one vote for every Ordinary Share held.

Although we like as many Shareholders as possible to attend our AGM, I do appreciate that this is not always possible. However, even if you are not able to come to the AGM in Zug in person your vote is still important. If you are not able to attend the AGM in Zug in person or you are attending the venue in London I would encourage you, regardless of the number of Ordinary Shares you own, to complete, sign and return the accompanying Form of Proxy to our Registrar as soon as possible but, in any event, so as to arrive by no later than **3.00pm Swiss time (2.00pm UK time) on 27 November 2012**. Alternatively, you may also register your proxy appointment(s) and voting instructions electronically. Please refer to the notes to the Notice set out on pages 19 to 20 of this document for further details of how to appoint a proxy or proxies, the deadlines for submission and also how to vote electronically. Registration of a proxy appointment will not prevent you from attending and voting at the Meeting if you so wish. CREST members may also choose to use the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the Notice. Holders of American Depositary Shares may give voting instructions to the ADR Depositary by completion of a separate voting instruction card sent to such holders.

Part I continued

Recommendation

Your Board considers all of the proposed Resolutions set out in the Notice to be put to the AGM to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions, as they intend to do in respect of their own beneficial holdings of 190,654 Ordinary Shares which, as at 24 October 2012 (being the latest practicable date prior to publication of this document) represented 0.07 per cent. of the total issued share capital of the Company.

Questions and Answers

The AGM provides an opportunity for you to ask questions about the business set out in the Notice and to raise other matters about the business of the Company. I will endeavour to ensure that discussions are kept relevant and that as many Shareholders as possible have the opportunity to speak.

I do hope that you will be able to attend the Meeting and I look forward to seeing you.

Yours sincerely



Gareth Davis Chairman

Wolseley plc
Registered No. 106605, Jersey

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Grafenauweg 10
CH-6301 Zug
Switzerland

Registered office:
26 New Street
St Helier
Jersey JE2 3RA
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Part II

Additional Information about the Special Dividend and the Share Consolidation

1. Special Dividend

As we announced on 2 October 2012, the Board proposed a special dividend of £350 million reflecting the Group's strong financial position and ongoing operating cash flows. The Special Dividend represents 122 pence per Existing Ordinary Share. The trustee of the Company's employee benefit trust will, in accordance with the terms of the trust, waive its entitlement to the Special Dividend in respect of its holding of Existing Ordinary Shares.

Payment of the Special Dividend is conditional on Resolution 18, as set out in the Notice of Annual General Meeting in Part IV, being passed by Shareholders and becoming unconditional. The Board is proposing to pay the Special Dividend to Shareholders who are on the Register at 5.00pm (UK time) on 7 December 2012. The Special Dividend is expected to be paid to Shareholders (including CREST Shareholders) on 31 December 2012.

Existing dividend mandates to bank or building society accounts given in relation to dividends paid in respect of Existing Ordinary Shares will continue to apply to the New Ordinary Shares. Current Dividend Reinvestment Plan ("DRIP") elections will be applied to the Final Dividend and Special Dividend payments. Eligible Shareholders who do not currently participate in the DRIP and who wish to participate in time for the Final Dividend and/or Special Dividend will need to submit a completed application form to the Registrar, by no later than (i) in the case of the Final Dividend, 5.00pm (UK time) on 9 November 2012; and (ii) in the case of the Special Dividend, 5.00pm (UK time) on 11 December 2012. Conversely, Shareholders who currently participate in the DRIP but who wish to make any changes to their existing DRIP elections in advance of the Final Dividend and/or Special Dividend will need to notify the Registrar by no later than (i) in the case of the Final Dividend, 5.00pm (UK time) on 9 November 2012; and (ii) in the case of the Special Dividend, 5.00pm (UK time) on 11 December 2012. All existing instructions relating to the DRIP will operate in respect of Existing Ordinary Shares in the case of the Final Dividend and New Ordinary Shares in the case of the Special Dividend. You will receive New Ordinary Shares if you participate in the DRIP for the Special Dividend.

2. Share Consolidation

The purpose of the Share Consolidation is to seek, so far as possible, to maintain comparability of the Company's share price at a broadly similar level before and after payment of the Special Dividend. The Share Consolidation is conditional on the New Ordinary Shares being admitted to the premium segment of the Official List and being admitted to trading on the London Stock Exchange's main market for listed securities.

As at the close of business on 24 October 2012 (being the latest practicable date prior to the publication of this document), when the closing mid-market price per Existing Ordinary Share was 2677 pence and there were 286,350,888 Existing Ordinary Shares in issue, the total amount of the Special Dividend was equivalent to approximately 4.56 per cent. of the market capitalisation of the Company. The effect of the Share Consolidation will be to reduce the number of Existing Ordinary Shares in issue by approximately the same percentage, with the result that Shareholders on the Register on the Special Dividend and Share Consolidation Record Date will, on completion of the Share Consolidation, receive 22 New Ordinary Shares for every 23 Existing Ordinary Shares (and in that proportion for any other number of Existing Ordinary Shares then held).

Although following the Share Consolidation each Shareholder will hold fewer New Ordinary Shares than the number of Existing Ordinary Shares held before, each Shareholder's shareholding as a proportion of the total number of issued ordinary shares in the capital of the Company will be the same immediately before and after the implementation of the Share Consolidation, save in respect of fractional entitlements. Apart from having a different nominal value, the New Ordinary Shares will carry the same rights as set out in the Articles that currently attach to the Existing Ordinary Shares.

To effect the Share Consolidation it may be necessary to issue or repurchase for cancellation such minimum number of Existing Ordinary Shares so that the number of the Company's Existing Ordinary Shares is exactly divisible by 23. Shareholders whose holdings of Existing Ordinary Shares cannot be consolidated into an exact number of New Ordinary Shares will be left with a fractional entitlement. Fractions of New Ordinary Shares will not be allocated to Shareholders. Instead, the shares representing the fractions of New Ordinary Shares will be aggregated and sold in the market as soon as practicable after the Share Consolidation for the best price reasonably obtainable on behalf of the Shareholders entitled to the fractions. The net proceeds of the sale, after the deduction of the expenses of the sale, will be paid in due proportion to the relevant Shareholders. Payment of fractional entitlements (where applicable) is expected to be despatched on 21 December 2012 by CREST payment or by cheque. CREST Shareholders will receive their fractional entitlement payment via their CREST accounts. Non-CREST Shareholders, regardless of whether they have an existing mandate to a bank or building society account, will receive a cheque for their fractional entitlement (where applicable).

Shareholders who hold fewer than 23 Existing Ordinary Shares will still have their shareholding consolidated. Shareholders who hold one Existing Ordinary Share will receive cash only and no New Ordinary Shares.

Holders of ADRs should read paragraphs 5 and 6 of this Part II, which contains important information regarding the Special Dividend and Share Consolidation which is relevant to them, and a description of certain US federal income tax consequences of the Special Dividend and Share Consolidation.

Part II continued

3. Effects of Proposals

For purely illustrative purposes, examples of the effects of the Special Dividend and the Share Consolidation in respect of certain holdings of Existing Ordinary Shares are set out below:

Number of Existing Ordinary Shares	Number of New Ordinary Shares	Fractional entitlement*	Special Dividend
1	0	0.96	£1.22
10	9	0.57	£12.20
100	95	0.65	£122.00
250	239	0.13	£305.00
500	478	0.26	£610.00
1,000	956	0.52	£1,220.00

*The fractional entitlement represents the fraction of a New Ordinary Share which will be sold on behalf of Shareholders as soon as practicable after the Share Consolidation. The net proceeds of the sale will be despatched to Shareholders thereafter.

Following the Share Consolidation and assuming no further shares are issued or repurchased between 24 October 2012 (being the latest practicable date prior to publication of this document) and the Share Consolidation becoming effective, the Company's issued ordinary share capital will comprise 273,900,849 New Ordinary Shares.

If the Share Consolidation is approved, trading in New Ordinary Shares on the London Stock Exchange is expected to commence on an ex-dividend and post-consolidation basis at 8.00am (UK time) on 10 December 2012.

If the Share Consolidation is approved, the Company will send holders of certificated Existing Ordinary Shares new share certificates in respect of their New Ordinary Shares. The new share certificates are expected to be posted at the risk of Shareholders by 21 December 2012 to the registered address of the relevant Shareholders or, in the case of joint Shareholders, to the registered address of the Shareholder whose name appears first in the Register. These will replace existing share certificates which should be destroyed once the new certificate is received. Pending the receipt of new certificates, transfers of New Ordinary Shares held in certificated form will be certified against the Company's Register. Shareholders who hold their entitlement to New Ordinary Shares in uncertificated form through CREST will have their CREST accounts adjusted to reflect their entitlement to New Ordinary Shares on 10 December 2012.

Holders of ADRs should refer to paragraph 5 of this Part II for more details.

If Shareholders do not approve Resolution 18, the Special Dividend will not be paid and the Share Consolidation will not take place. However, subject to the passing of Resolution 3, the Final Dividend of 40 pence per Existing Ordinary Share will still be paid even if the Special Dividend and the Share Consolidation are not approved.

4. Wolseley Employee Share Schemes

Participants in the Wolseley Employee Share Schemes who hold unvested share awards and unexercised share options at (i) the Final Dividend Record Date; or (ii) the Special Dividend and Share Consolidation Record Date will not be entitled to receive in the case of (i), the Final Dividend and, in the case of (ii), the Special Dividend. However, the Board has determined that since the effect of the Share Consolidation should (broadly and subject to normal market fluctuations) be to preserve the value of outstanding share awards and options, no adjustment to such awards or options is required. Following the Special Dividend and Share Consolidation, the number of Ordinary Shares that participants may acquire under their outstanding awards and options will be unchanged, as will any exercise price that is payable.

The Company has established an employee benefit trust which, as at 24 October 2012 (being the latest practicable date prior to publication of this document), holds approximately 1,722,529 unallocated Existing Ordinary Shares. These Existing Ordinary Shares may be used to satisfy share awards and options granted under the Wolseley Employee Share Schemes. The trustee of this trust has waived its entitlement to any dividends (including the Special Dividend) on its holding of unallocated Existing Ordinary Shares. Such Existing Ordinary Shares will be subject to the Share Consolidation.

For practical reasons, there may be a delay in the processing of option exercises during the week preceding the Special Dividend and Share Consolidation Record Date. Participants in the Wolseley Employee Share Schemes wishing to exercise unexercised vested options and to sell Existing Ordinary Shares prior to such record date, or wishing to exercise share options and hold Existing Ordinary Shares which will qualify for the Special Dividend and Share Consolidation, should therefore take any necessary action to exercise their options before 27 November 2012. Participants are advised to seek their own independent advice regarding the financial or tax consequences of exercising options at the time of the Special Dividend and Share Consolidation.

5. ADRs

Voting by ADR holders

The latest time for ADR holders on the ADR register as at 16 October 2012 to provide the ADR Depositary with voting instructions for the AGM is 10.00am (New York time) on 23 November 2012.

Holders of ADRs will not, except as mentioned below, be entitled to attend the AGM. However, the ADR Depositary, as registered holder of the Existing Ordinary Shares underlying the ADRs, will be so entitled and will vote or appoint a proxy in respect of such shares in accordance with written instructions received from holders of ADRs.

Holders of ADRs who wish to attend the AGM in person should take steps to present their ADRs to the ADR Depositary for cancellation and (upon compliance with the terms of the ADR Deposit Agreement, including payment of the ADR Depositary's fees and any applicable taxes and governmental charges) delivery of Existing Ordinary Shares so as to become registered members of the Company prior to the AGM.

If no voting instructions are received by the ADR Depositary from any ADR holder with respect to any of the ADRs on or before the cut-off time of 10.00am (New York time) on 23 November 2012, the ADR Depositary will neither vote nor appoint a proxy in respect of the shares represented by such ADRs.

Special Dividend and Share Consolidation

The Company is proposing to pay the Special Dividend to all ADR holders on the ADR register as at 5.00pm (UK time) on 7 December 2012 (being the ADR record date) accordingly per ADS to be converted into US dollars and distributed to ADR holders by the ADR Depositary in accordance with the ADR Deposit Agreement.

Following the Share Consolidation becoming effective, the Existing Ordinary Shares held by the ADR Depositary will be replaced with New Ordinary Shares. As a result of the Special Dividend and Share Consolidation, for each existing ADS held at 5.00pm (UK time) on 7 December 2012 (being the ADR record date), holders will, upon cancellation of their existing ADRs, be issued and receive new ADSs. In connection with the Special Dividend, such holders will also be paid accordingly per ADS (to be converted into US dollars and distributed to ADR holders in accordance with the ADR Deposit Agreement after giving effect to the fees provided for therein of US$0.02 per ADS). Fractions of new ADSs will not be allocated to holders of existing ADRs. All fractions to which holders of existing ADRs would otherwise have been entitled will be aggregated and sold in the market as soon as practicable after the Share Consolidation becomes effective and the net proceeds of sale will be paid to the holders of the existing ADRs entitled thereto.

Following the Share Consolidation becoming effective, the ADR Depositary will mail a notice to registered holders of ADRs regarding the mechanics of the cancellation of their existing ADRs. For those ADR holders who hold a book-entry position through the Direct Registration System ("DRS"), the ADR Depositary will automatically cancel the existing ADRs and mail a new DRS Statement advising the number of new ADSs to be credited to the holder's account along with the Special Dividend (to be distributed in accordance with the ADR Deposit Agreement after giving effect to the fees provided for therein) and any net proceeds from the sale of fractional ADSs to which the holder may be entitled. No action will be necessary on the part of the ADR holder. For registered holders of certificated ADRs, instructions for the cancellation of such certificated ADRs will be set out in the Letter of Transmittal. If such holders do not surrender their certificates for cancellation, they will not receive the new entitlement and all dividends will be held until such time as they surrender their old certificates. ADR holders who hold their ADSs through a broker, financial institution or other nominee or otherwise, must rely on the procedures of such broker, financial institution or other nominee. The ADR Depositary will, upon surrender of the existing ADSs for cancellation, cancel such existing ADSs and deliver new ADSs, the Special Dividend (net the cash distribution fees provided for in the ADR Deposit Agreement) and any net proceeds from the sale of fractional ADSs to which the holder may be entitled. The ADR Depositary will not deduct the ADR cancellation fee provided for in the ADR Deposit Agreement, which will be payable by the Company.

Available information

The Company is subject to ongoing reporting obligations in the United Kingdom and is therefore required to publish certain business and financial information in accordance with the rules and practices of the United Kingdom and relevant regulatory authorities in such jurisdiction (the "Exchange Information"), which includes a description of the nature of the Company's business and the Company's most recent balance sheet and profit and loss account, and similar statements for preceding years. Such information is available in the Investors & Media section under Results Centre on the Wolseley plc website at **www.wolseley.com** and on the website of the London Stock Exchange at **www.londonstockexchange.com**. The Exchange Information has been prepared in accordance with UK format, style and content, which differs from US format, style and content.

6. Taxation

The following section is a summary guide only to certain aspects of tax in the UK, US, Jersey and Switzerland. This is not a complete analysis of the potential tax effects of the Special Dividend and the Share Consolidation nor will it relate to the specific tax position of all Shareholders in all jurisdictions. This summary does not purport to be a legal opinion. Shareholders are advised to consult their own tax advisers as to the effects of the Special Dividend and the Share Consolidation in relevant jurisdictions.

A. United Kingdom Taxation

The following summary is intended as a general guide only and relates only to certain limited aspects of the UK taxation treatment of the Special Dividend and the related Share Consolidation. It is based on current UK tax law and what is understood to be the current practice of HMRC both of which may change, possibly with retroactive effect. The summary applies only to Shareholders who are resident, and in the case of individual Shareholders, ordinarily resident and domiciled, for tax purposes in (and only in) the UK (except insofar as express reference is made to the treatment of non-UK residents), who are the absolute beneficial owners of their shares and any dividends paid on them and hold them as an investment. The tax position of certain categories of Shareholders who are subject to special rules (such as persons acquiring their shares in connection with employment, dealers in securities, insurance companies and collective investment schemes) is not considered.

Shareholders who are in any doubt as to their tax position or who may be subject to tax in a jurisdiction other than the UK are strongly recommended to consult their own independent tax advisers.

Special Dividend

(i) UK resident individual Shareholders

Individual Shareholders will be subject to UK income tax on the receipt of the Special Dividend. This is charged on the aggregate of the Special Dividend paid and any available UK tax credit, as described below.

Shareholders who are individuals who own less than a 10 per cent. shareholding in the Company

An individual Shareholder who is resident for tax purposes in the UK, who owns less than 10 per cent. of the issued share capital in the Company and who receives the Special Dividend will generally be entitled to a UK tax credit equal to one-ninth of the amount of the dividend, equivalent to 10 per cent. of the aggregate of the dividend and credit (the "gross dividend").

Part II continued

Any such Shareholder who is subject to income tax at a rate or rates not exceeding the basic rate, will be liable to tax on the gross dividend at the rate of 10 per cent., so that the tax credit will satisfy the income tax liability of that individual in full. Where the tax credit exceeds the Shareholder's tax liability the Shareholder cannot claim repayment of the tax credit from HMRC.

Where any such Shareholder is subject to income tax at the higher rate, that individual will be liable to income tax on the gross dividend at the rate of 32.5 per cent. to the extent that such sum, when treated as the top slice of that Shareholder's income, falls above the threshold for higher rate income tax. Because tax is charged on the dividend plus the tax credit, any tax credit lowers the effective rate of tax in respect of the dividend. After taking into account the 10 per cent. tax credit, a higher rate taxpayer will therefore be liable to additional income tax of 22.5 per cent. of the gross dividend, equal to 25 per cent. of the cash dividend. So, for example, a cash dividend of £180 will carry a tax credit of £20 and the United Kingdom income tax payable on the dividend by an individual Shareholder who is subject to income tax at the higher rate would be 32.5 per cent. of £200, namely £65, less the tax credit of £20, leaving a net tax charge of £45.

Where any such Shareholder is subject to income tax at the additional rate, that individual will be liable to income tax on the gross dividend at the rate of 42.5 per cent. to the extent that such sum, when treated as the top slice of that Shareholder's income, falls above the threshold for additional rate income tax (currently £150,000). In the same way as in relation to a Shareholder who is subject to income tax at the higher rate, the 10 per cent. tax credit may be set off against part of his liability. This will have the effect that the Shareholder will have to account for tax equal to 32.5 per cent. of the gross dividend, or 36.1 per cent. of the cash dividend, to the extent that the dividend falls above the threshold for the additional rate. So, for example, a cash dividend of £180 will carry a tax credit of £20 and the UK income tax payable on the gross dividend of £200 by an individual Shareholder who is subject to income tax at the dividend additional rate will be 42.5 per cent. of £200, namely £85, less the tax credit of £20, leaving a net tax charge of £65.

Shareholders who are individuals who own a 10 per cent. or greater shareholding in the Company

In certain circumstances, individuals who own a 10 per cent. or greater shareholding in a company do not qualify for the 10 per cent. tax credit. However, as the Company should not be treated as an offshore fund, and is a company resident in a territory with which the UK has a double tax agreement which includes a non-discrimination article, any individuals holding a 10 per cent. or greater shareholding in the Company should also qualify for the 10 per cent. dividend tax credit.

(ii) UK resident corporate Shareholders

For UK resident corporate Shareholders, it is likely that the Special Dividend will fall within one or more of the classes of dividend qualifying for exemption from corporation tax. However, it should be noted that the exemptions are not comprehensive and are also subject to anti-avoidance rules. Shareholders within the charge to corporation tax should consult their own independent tax advisers.

Share Consolidation

It is expected that for the purposes of UK taxation on chargeable gains the Share Consolidation will be treated as follows:

(a) the New Ordinary Shares arising from the Share Consolidation will result from a reorganisation of the share capital of the Company. Accordingly, to the extent that a Shareholder receives New Ordinary Shares, the Shareholder should not be treated as making a disposal of all or part of the Shareholder's holding of Existing Ordinary Shares by reason of the Share Consolidation being implemented, and the New Ordinary Shares which replace a Shareholder's holding of Existing Ordinary Shares (the "new holding") as a result of the Share Consolidation will be treated as the same asset acquired at the same time as the Shareholder's holding of Existing Ordinary Shares was acquired;

(b) to the extent that a Shareholder receives cash by virtue of a sale on his behalf of any New Ordinary Shares to which he or she has a fractional entitlement, the Shareholder will not in practice normally be treated as making a part disposal of the Shareholder's holding of Existing Ordinary Shares, the proceeds instead being deducted from the base cost of the Shareholder's new holding. If those proceeds exceed that base cost, however, or if a Shareholder holds one Existing Ordinary Share on the Special Dividend and Share Consolidation Record Date and so is not entitled to any New Ordinary Shares, the Shareholder will be treated as disposing of part or all of his holding of Existing Ordinary Shares and may, depending on his circumstances, be subject to tax in respect of any chargeable gain thereby realised; and

(c) on a subsequent disposal of the whole or part of the New Ordinary Shares comprised in the new holding, a Shareholder may, depending on his circumstances, be subject to tax on the amount of any chargeable gain realised.

Dividend Reinvestment Plan

It is expected that for the purposes of UK taxation, Shareholders who elect to use the cash received by way of the Special Dividend to buy additional shares under the Dividend Reinvestment Plan will be treated as follows:

(a) an individual Shareholder, for income tax purposes, will be treated in the same manner as if he or she received the Special Dividend in cash. For capital gains tax purposes, the cost of the additional shares acquired with the Special Dividend, including any dealing charges, should be the base cost of the additional shares purchased on the individual Shareholder's behalf; and

(b) a corporate Shareholder, for corporation tax purposes, will be treated in the same manner as if it received the Special Dividend in cash. For the purposes of corporation tax on chargeable gains, the cost of the additional shares acquired with the Special Dividend, including any dealing charges, should be the base cost of the additional shares purchased on the corporate Shareholder's behalf.

Transactions in securities anti-avoidance

Under the provisions of Chapter 1 of Part 13 Income Tax Act 2007 (for Shareholders within the charge to income tax) and Part 15 Corporation Tax Act 2010 (for Shareholders within the charge to corporation tax), HMRC can, in certain circumstances, counteract tax advantages arising in relation to certain transactions in securities. No clearance has been or will be sought by the Company in relation to the applicability of those provisions in respect of the Special Dividend. However, it is not expected that they will, as a general matter, affect the taxation treatment of Shareholders receiving the Special Dividend.

B. Certain United States Federal Income Taxation Considerations

The following discussion is a summary under present law of certain US federal income tax considerations relevant to the Special Dividend and Share Consolidation. It addresses only US Holders (as defined below) which hold their Existing Ordinary Shares or existing ADRs as capital assets and use the US dollar as their functional currency. The discussion is a general summary only; it is not tax advice. The discussion does not consider the circumstances of particular holders subject to special tax rules, such as financial institutions, dealers, traders in securities that elect to mark-to-market, insurance companies, regulated investment companies, tax-exempt entities, US expatriates, holders actually or constructively owning 10 per cent. or more of the Company's shares, persons holding their Existing Ordinary Shares or ADRs as part of a hedge, straddle, conversion or other integrated financial transaction, and persons holding Existing Ordinary Shares or existing ADRs through a permanent establishment or fixed base outside of the United States. The discussion does not address US state and local tax considerations.

THE STATEMENTS ABOUT US FEDERAL INCOME TAX CONSIDERATIONS ARE MADE IN CONNECTION WITH THE SPECIAL DIVIDEND AND SHARE CONSOLIDATION. NO TAXPAYER CAN RELY ON THEM TO AVOID US FEDERAL TAX PENALTIES. EACH HOLDER OF EXISTING ORDINARY SHARES OR ADRs SHOULD SEEK ADVICE FROM AN INDEPENDENT TAX ADVISER ABOUT THE TAX CONSEQUENCES UNDER ITS OWN PARTICULAR CIRCUMSTANCES OF THE SPECIAL DIVIDEND AND SHARE CONSOLIDATION UNDER THE LAWS OF SWITZERLAND, THE UNITED KINGDOM, JERSEY, THE UNITED STATES AND ITS CONSTITUENT JURISDICTIONS AND ANY OTHER JURISDICTION WHERE SUCH HOLDER MAY BE SUBJECT TO TAXATION.

As used here, "US Holder" means a beneficial owner of Existing Ordinary Shares or existing ADRs that for US federal income tax purposes is (i) an individual citizen or resident of the United States; (ii) a corporation or other business entity treated as a corporation created or organised under the laws of the United States or its political subdivisions; (iii) a trust subject to the control of a US person and the primary supervision of a US court; or (iv) an estate the income of which is subject to US federal income tax without regard to its source.

The tax consequences to a partner in a partnership holding Existing Ordinary Shares or ADRs generally will depend on the status of the partner and the activities of the partnership. Partnerships should consult their own tax advisers about the US federal income tax consequences of the Special Dividend and Share Consolidation to their partners.

The Company believes, and the following discussion assumes, that the Company is not and will not become a passive foreign investment company for US federal income tax purposes.

Special Dividend

A US Holder generally must include the Special Dividend, including the amount of non-US tax withheld, if any, in income as foreign source ordinary dividend income. The Special Dividend will not be eligible for the dividends received deduction generally available to US corporations. The Special Dividend should qualify for the preferential tax rate available for qualified dividend income of individuals and certain other non-corporate US Holders, provided that the Company is eligible for benefits under the US-Switzerland tax treaty ("Treaty") and the holder meets certain holding period requirements. The Company believes it should be eligible for the benefits of the Treaty.

Any US Holders receiving a Special Dividend in respect of Existing Ordinary Shares will include in income the US dollar amount of the pounds sterling received based on the exchange rate in effect on the date the Special Dividend is received by the US Holder, regardless of whether or not the payment is converted into US dollars at that time. If the pounds sterling received in the Special Dividend are converted into US dollars on the day received, the US Holder generally will not be required to recognise foreign currency gain or loss in respect of the conversion. However, if the US Holder converts the pounds sterling into US dollars on a later date, the US Holder must include in income any gain or loss resulting from any exchange rate fluctuations during the period from the date such US Holder included the Special Dividend in income to the date such holder converts the currency into US dollars (or otherwise disposes of the pounds sterling). Generally, any gain or loss resulting from currency exchange rate fluctuations will be ordinary income or loss and will be treated as income from sources within the United States for foreign tax credit limitation purposes. A US Holder's tax basis in the pounds sterling received will equal the US dollar value on the date of receipt. US Holders receiving the Special Dividend in pounds sterling should consult their own tax advisers regarding foreign exchange gain or loss.

Share Consolidation

US Holders should not recognise taxable income as a result of the Share Consolidation, except to the extent cash is received in respect of a fractional New Ordinary Share or a fractional new ADS. A US Holder's initial basis in the New Ordinary Shares or new ADRs received in the Share Consolidation will equal their aggregate basis in the Existing Ordinary Shares or existing ADRs which were exchanged for New Ordinary Shares or new ADRs.

US Holders receiving cash in respect of a fraction of a New Ordinary Share or new ADS will recognise capital gain or loss in an amount equal to the difference, if any, between the amount realised and the US Holder's tax basis in the Existing Ordinary Shares or existing ADRs, each determined in US dollars. A US Holder's adjusted tax basis in the Existing Ordinary Shares or existing ADRs generally will be its US dollar cost. This capital gain or loss generally will be US source and will be long-term capital gain or loss if the US Holder's holding period in the Existing Ordinary Shares or existing ADRs exceeds one year. Deductions for capital losses are subject to significant limitations.

The amount realised with respect to pounds sterling received in respect of fractional New Ordinary Shares will generally equal the US dollar value of the pound sterling amount received at the spot rate on the date of disposition (or, if the Existing Ordinary Share is traded on an established securities market and a US Holder is a cash basis or electing accrual basis taxpayer, at the spot rate on the settlement date). A US Holder will have a tax basis in the pounds sterling received equal to the US dollar value of the pounds sterling at the spot rate on the settlement date. The US Holder will recognise foreign exchange gain or loss if the US dollar value of the pounds sterling received at the spot rate on the settlement date differs from the amount realised. Any foreign exchange gain or loss realised on the settlement date or on a subsequent conversion or other disposition of the pounds sterling for a different US dollar amount generally will be US source ordinary income or loss for foreign tax credit limitation purposes. However, if such pounds sterling are converted into US dollars on the date received by the US Holder, the US Holder generally should not be required to recognise any gain or loss on such conversion.

Information Reporting and Backup Withholding

Amounts received with respect to the Special Dividend and cash received in the Share Consolidation may be reported to the US Internal Revenue Service unless the holder establishes a basis for exemption. Backup withholding tax may apply to reportable payments unless the holder provides its taxpayer identification number or otherwise establishes a basis for exemption. Any amount withheld under the backup withholding tax rules may be credited against the holder's US federal income tax liability, if any, or refunded if such US Holder provides the required information to the IRS. Holders of ADRs and Existing Ordinary Shares should consult their own tax advisers as to their qualification for exemption from backup withholding and the procedure for establishing an exemption.

THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR HOLDER OF EXISTING ORDINARY SHARES OR ADRs. EACH HOLDER OF EXISTING ORDINARY SHARES OR ADRs IS ADVISED TO CONSULT ITS OWN TAX ADVISER ABOUT THE TAX CONSEQUENCES TO IT OF THE SPECIAL DIVIDEND AND THE SHARE CONSOLIDATION IN LIGHT OF THE HOLDER'S OWN CIRCUMSTANCES.

C. Jersey Taxation

The following summary of the tax treatment of the Company and Shareholders (other than residents of Jersey) is based on Jersey taxation law and practice as they are understood to apply at the date of this document and is subject to changes in such taxation law and practice. It does not constitute legal or tax advice and does not address all aspects of Jersey tax law and practice. Shareholders should consult their professional advisers as to their tax position under the laws of any jurisdiction in which they may be liable to taxation.

The Company

The Company is not regarded as resident for tax purposes in Jersey. Therefore, the Company will not be liable to Jersey income tax other than on Jersey source income (except where such income is exempted from income tax pursuant to the Income Tax (Jersey) Law 1961, as amended).

Withholding

Dividends on the Existing Ordinary Shares (including the Special Dividend) and dividends on the New Ordinary Shares resulting from the Share Consolidation may be paid by the Company without withholding or deduction for or on account of Jersey income tax.

Shareholders

Shareholders (other than residents of Jersey) will not be subject to any tax in Jersey in respect of the Special Dividend, the Share Consolidation, the Dividend Reinvestment Plan or in respect of the holding, sale or other disposition of their Ordinary Shares.

If you are in any doubt as to your tax position you should consult your professional tax adviser.

D. Swiss Withholding Tax

The following summary is intended as a general guide only and relates only to the Swiss withholding tax treatment of the Special Dividend. It is based on current Swiss tax law and what is understood to be the current practice of the Swiss Tax Authorities both of which may change, possibly with retroactive effect. The comments relating to Swiss withholding tax apply to all Shareholders, regardless of the place of residence.

Shareholders who are in any doubt as to their tax position are strongly recommended to consult their own independent tax advisers.

The Special Dividend will be paid from capital contribution reserves created following a reduction of capital of the Company. On distributions out of reserves, the Company is in principle subject to Swiss withholding tax of 35 per cent. However, distributions out of capital contribution reserves are not subject to withholding tax and, accordingly, the Special Dividend will not be subject to Swiss withholding tax.

Part III

Definitions

The following definitions apply throughout this document and the accompanying Form of Proxy unless the context requires otherwise.

"ADR"	an American depositary receipt evidencing any number of ADSs, issued by the ADR Depositary in accordance with the provisions of the ADR Deposit Agreement
"ADR Deposit Agreement"	the deposit agreement entered into between the Company, the ADR Depositary and holders from time to time of ADRs issued under it
"ADR Depositary"	Deutsche Bank Trust Company Americas in its capacity as the ADR depositary under the ADR Deposit Agreement
"ADS" or "American Depositary Share"	an American depositary share, representing one tenth of an Ordinary Share in the Company
"Admission"	admission of the New Ordinary Shares to the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange
"Annual General Meeting" or "Meeting" or "AGM"	the Annual General Meeting of the Company convened for 3.00pm (Swiss time) on Thursday, 29 November 2012 (and any adjournment thereof)
"Articles"	the articles of association of the Company
"Board"	the board of directors of the Company
"certificated" or in "certificated form"	recorded on the register of members of the Company without reference to the CREST system
"Company"	Wolseley plc
"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland is the Operator (as defined in the CREST Regulations)
"CREST Regulations"	the Companies (Uncertificated Securities) (Jersey) Order 1999
"Directors"	the directors of the Company
"DRIP" or "Dividend Reinvestment Plan"	the dividend reinvestment plan operated by the Company
"ESOP"	the Wolseley Group Executive Share Option Plan 2012
"Existing Ordinary Shares"	the existing issued ordinary shares of 10 pence each in the capital of the Company prior to the Share Consolidation
"Final Dividend"	the proposed final ordinary dividend of 40 pence per Existing Ordinary Share in issue at the Final Dividend Record Date
"Final Dividend Record Date"	5.00pm (UK time) on Friday, 12 October 2012
"Form of Proxy"	the form of proxy enclosed with this document for use at the Annual General Meeting
"Group"	the Company and its subsidiaries
"HMRC"	Her Majesty's Revenue and Customs
"London Stock Exchange"	the London Stock Exchange plc
"LTIP"	the Wolseley Group Long Term Incentive Plan 2012
"New Ordinary Shares"	the proposed new ordinary shares of $10^{5}/_{11}$ pence each in the capital of the Company resulting from the Share Consolidation
"Notice"	the notice of the Annual General Meeting set out in Part IV of this document
"Official List"	the Official List of the UK Listing Authority
"Ordinary Shares"	prior to the Share Consolidation, the Existing Ordinary Shares; during and after the Share Consolidation, the New Ordinary Shares
"Register"	the register of members of the Company
"Registrar"	Equiniti (Jersey) Limited, or any other registrar appointed by the Company from time to time
"Resolutions"	the resolutions set out in the notice convening the Annual General Meeting which is set out in Part IV of this document
"Share Consolidation"	the proposed consolidation to be effected by consolidating every 23 Existing Ordinary Shares into 22 New Ordinary Shares
"Shareholders"	holders of Ordinary Shares in the Company
"Special Dividend"	the proposed special dividend of 122 pence per Existing Ordinary Share in issue at the Special Dividend and Share Consolidation Record Date
"Special Dividend and Share Consolidation Record Date"	expected to be 5.00pm (UK time) on Friday, 7 December 2012
"UK Listing Authority"	the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000
"uncertificated" or in "uncertificated form"	recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

Part III continued

"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland
"United States" or "US"	the United States of America, its territories and possessions, any State of the United States of America and the District of Columbia
"Wolseley Employee Share Schemes"	the Executive Share Option Scheme 1984, the Wolseley Executive Share Option Scheme 1989, the Wolseley Share Option Plan 2003, the Wolseley Group Share Option Plan 2010, the Wolseley Long Term Incentive Scheme 2002, the Wolseley Group Long Term Incentive Scheme 2010, the Wolseley Restricted Share Plan 2006, the Wolseley Group Restricted Share Plan 2010, the Wolseley Group Ordinary Share Plan 2011, the Wolseley Employee Share Purchase Plan 2001 and the Wolseley European Sharesave Plan 2001, the Wolseley Group Employee Share Purchase Plan 2010 and the Wolseley European Sharesave Plan 2010, the Wolseley Group Employees Savings Related Share Option Scheme 2010, the Wolseley Group International Sharesave Plan 2011 and the Wolseley Group Employee Share Purchase Plan 2011.

Part IV

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the "AGM" or the "Meeting") of Wolseley plc (the "Company") will be held at Parkhotel, Industriestrasse 14, CH-6304 Zug, Switzerland on Thursday, 29 November 2012 at 3.00pm (Swiss time) with an audio-visual link to the Meeting proposed to be available at Deutsche Bank's London Office, Winchester House, 1 Great Winchester Street, London EC2N 2DB, UK at 2.00pm (UK time).

You will be asked to consider and, if thought fit, to pass the resolutions set out below (the "Resolutions"), of which Resolutions numbered 1 to 15 (inclusive) and 19 and 20 will be proposed as ordinary Resolutions and Resolutions numbered 16 to 18 (inclusive) will be proposed as special Resolutions.

As a member of the Company, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the Meeting.

Ordinary resolutions

Resolution 1 – Annual Report and Accounts
To receive the Company's Annual Report and Accounts for the year ended 31 July 2012 and the related Directors' report and Auditors' report.

Resolution 2 – Directors' remuneration report
To approve the Directors' remuneration report for the year ended 31 July 2012.

Resolution 3 – Final dividend
To declare a final dividend of 40 pence per ordinary share for the financial year ended 31 July 2012.

Resolution 4 – Re-election of director
To re-elect Ms Tessa Bamford as a Director of the Company.

Resolution 5 – Re-election of director
To re-elect Mr Michael Clarke as a Director of the Company.

Resolution 6 – Re-election of director
To re-elect Mr Gareth Davis as a Director of the Company.

Resolution 7 – Re-election of director
To re-elect Mr Andrew Duff as a Director of the Company.

Resolution 8 – Re-election of director
To re-elect Mr John Martin as a Director of the Company.

Resolution 9 – Re-election of director
To re-elect Mr Ian Meakins as a Director of the Company.

Resolution 10 – Re-election of director
To re-elect Mr Frank Roach as a Director of the Company.

Resolution 11 – Re-election of director
To re-elect Mr Michael Wareing as a Director of the Company.

Resolution 12 – Appointment of Auditors
To re-appoint PricewaterhouseCoopers LLP as the Company's Auditors, until the conclusion of the next annual general meeting of the Company.

Resolution 13 – Auditors' remuneration
To authorise the Directors to agree the remuneration of the Company's Auditors.

Resolution 14 – Political donations
That the Company, and any company which is or becomes its subsidiary during the period to which this Resolution relates, be authorised pursuant to Articles 210 and 211 of the Company's Articles of Association, during the period commencing on the date of this Resolution and ending on the date of the Company's next annual general meeting, to:

14.1 make political donations to political parties and/or independent election candidates;

14.2 make political donations to political organisations other than political parties; and

14.3 incur political expenditure,

provided that in each case any such donations and expenditure made by the Company or by any such subsidiary shall not exceed £125,000 per company and together with those made by any such subsidiary and the Company shall not exceed in aggregate £125,000.

Resolution 15 – Authority to allot shares
To renew the power conferred on the Directors pursuant to Article 12 of the Company's Articles of Association (the "Articles") to allot or sell Equity Securities (as defined in the Articles), and for that purpose, the Authorised Allotment Amount (as defined in the Articles) shall be an aggregate nominal amount of up to £9,545,020 and in addition the Authorised Allotment Amount shall be increased by an aggregate nominal amount of up to £9,545,020, provided that the Directors' power in respect of such latter amount may only be used in connection with a pre-emptive issue (as defined in the Articles). This authority shall, unless previously revoked or varied, expire at the conclusion of the Company's next annual general meeting (or, if earlier, at the close of business on the date which is 15 months after the date of this Resolution), save that the Directors may, before such expiry, make offers or agreements (whether or not conditional) within the terms of this authority which would or might require Equity Securities to be allotted or sold after such expiry, and the Directors may allot or sell Equity Securities pursuant to such offers or agreements as if the authority conferred on them hereby had not expired.

Special resolutions

Resolution 16 – Dis-application of pre-emption rights
That, subject to and conditionally upon the passing of Resolution 15, the Directors be empowered pursuant to Article 12.4 of the Company's Articles of Association (the "Articles") to allot or sell Equity Securities (as defined in the Articles) wholly for cash as if Article 13 of the Articles (Pre-emption rights) did not apply and for the purposes of paragraph (b) of Article 12.4 of the Articles, the Non Pre-emptive Amount (as defined in the Articles) shall be an aggregate nominal value of up to £1,431,750. This authority shall, unless previously revoked or varied, expire at the conclusion of the Company's next annual general meeting (or, if earlier, at the close of business on the date which is 15 months after the date of this Resolution), save that the Directors may before such expiry make offers or agreements (whether or not conditional) within the terms of this authority which would or might require Equity Securities to be allotted or sold after such expiry and the Directors may allot or sell Equity Securities pursuant to such offers or agreements as if the authority conferred on them hereby had not expired.

Part IV continued

Resolution 17 – Authority to purchase shares
That, pursuant to Article 57 of the Companies (Jersey) Law 1991, the Company be and is hereby generally and unconditionally authorised to make market purchases of its ordinary shares, provided that:

17.1 the maximum number of ordinary shares hereby authorised to be purchased is (i) if Resolution 18 is passed and becomes effective, 27,390,080 ordinary shares of $10^{5}/_{11}$ pence ("New Ordinary Shares"); or (ii) if Resolution 18 is not passed or does not become effective, 28,635,080 ordinary shares of 10 pence ("Existing Ordinary Shares");

17.2 the minimum price (exclusive of expenses) which may be paid for each ordinary share is (i) if Resolution 18 is passed, $10^{5}/_{11}$ pence (being the nominal value of a New Ordinary Share); or (ii) if Resolution 18 is not passed, 10 pence (being the nominal value of an Existing Ordinary Share);

17.3 the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:

(a) an amount equal to 105 per cent. of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and

(b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;

17.4 the power hereby granted shall expire at the conclusion of the next annual general meeting of the Company or 18 months from the date of the passing of this Resolution (whichever is earlier);

17.5 a contract to purchase shares under this authority may be made prior to the expiry of this authority and concluded in whole or in part after the expiry of this authority; and

17.6 pursuant to Article 58A of the Companies (Jersey) Law 1991, the Company may hold as treasury shares any ordinary shares purchased pursuant to the authority conferred in this Resolution.

Resolution 18 – Special Dividend and Share Consolidation

18.1 That a special dividend of 122 pence per ordinary share be declared and payable to shareholders on the register of members of the Company at 5.00pm (UK time) on 7 December 2012; and

18.2 That, subject to and conditional upon admission of the New Ordinary Shares to the premium segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities becoming effective:

(a) all of the ordinary shares of 10 pence each in the authorised share capital of the Company as at 5.00pm (UK time) on 7 December 2012 (or such other time and date as the Directors may determine) be consolidated and subdivided into ordinary shares of $10^{5}/_{11}$ pence each in the authorised share capital of the Company and the authorised share capital of the Company be increased to £50,000,000.15, being the authorised share capital amount which is next divisible into a whole number of ordinary shares of $10^{5}/_{11}$ pence each (and that the memorandum of association of the Company be amended accordingly); and

(b) every 23 ordinary shares of 10 pence each in the capital of the Company in issue as at 5.00pm (UK time) on 7 December 2012 (or such other time and date as the Directors may determine) be consolidated and subdivided into 22 ordinary shares of $10^{5}/_{11}$ pence ("New Ordinary Shares") provided that where such consolidation and subdivision results in any shareholder being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share to which other shareholders of the Company may be entitled and the Directors of the Company be and are hereby authorised to sell (or appoint any other person to sell to any person), on behalf of the relevant shareholders, all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person, and to pay the proceeds of sale (net of expenses) in due proportion to the relevant shareholders entitled thereto (save that any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the Registrar of the Company) and that any Director of the Company (or any person appointed by the Directors of the Company) shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant shareholders and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.

Ordinary resolutions

Resolution 19 – Adoption of the Wolseley Group Long Term Incentive Plan 2012
That the Wolseley Group Long Term Incentive Plan 2012 (the "LTIP"), the principal terms of which are set out in the Appendix to the Notice of AGM and the rules of which are produced to this Meeting and, for the purposes of identification, initialled by the Chairman of the Meeting, be approved and adopted, and the Directors be authorised to do all acts and things which they may consider necessary or desirable to carry the LTIP into effect (including, without limitation, making any amendments to the rules of the LTIP or establishing any sub-plans or appendices to take account of tax, exchange control, securities law, regulatory or other legal issues in particular jurisdictions).

Resolution 20 – Adoption of the Wolseley Group Executive Share Option Plan 2012
That the Wolseley Group Executive Share Option Plan 2012 (the "ESOP"), the principal terms of which are set out in the Appendix to the Notice of AGM and the rules of which are produced to this Meeting and, for the purposes of identification, initialled by the Chairman of the Meeting, be approved and adopted and the Directors be authorised to do all acts and things which they may consider necessary or desirable to carry the ESOP into effect (including, without limitation, making any amendments to the rules of the ESOP or establishing any sub-plans or appendices to take account of tax, exchange control, securities law, regulatory or other legal issues in particular jurisdictions and including any amendments necessary to obtain and/or maintain the approval of HM Revenue & Customs to Part B of the ESOP).

By order of the Board



Richard Shoylekov Group Company Secretary and General Counsel

26 October 2012

Wolseley plc
Registered No. 106605, Jersey

Corporate Headquarters:
Grafenauweg 10
CH-6301 Zug
Switzerland

Registered office:
26 New Street
St Helier
Jersey JE2 3RA
Channel Islands

Part IV continued

Tessa Bamford

Non Executive Director

Joined March 2011
Member of the Audit, Remuneration and Nominations Committees.

Ms Bamford has extensive City experience having held senior advisory roles in both the UK and US across a range of sectors. Ms Bamford is a consultant at Spencer Stuart and a non executive director of Barratt Developments plc.

Michael Clarke

Non Executive Director

Joined March 2011
Member of the Audit, Remuneration and Nominations Committees.

Mr Clarke has considerable board and executive management experience within global businesses with strong finance, marketing and distribution capabilities. Mr Clarke is the Chief Executive Officer of Premier Foods Plc.

Gareth Davis

Chairman (from January 2011)

Joined July 2003
Chairman of the Nominations Committee and member of the Major Announcements Committee.

Mr Davis has extensive international board and general management experience, having served on various company boards for many years. Mr Davis is Chairman of William Hill PLC and Chairman of DS Smith Plc.

Andrew Duff

Non Executive Director
(Senior Independent Director from January 2011)

Joined July 2004
Chairman of the Remuneration Committee and a member of the Audit and Nominations Committees.

Mr Duff has significant knowledge of international business; strategic management and strong customer service experience. Mr Duff is Chairman of Severn Trent Plc and Severn Trent Water Ltd.

John Martin

Chief Financial Officer

Joined April 2010
Chairman of the Major Announcements, Disclosure and Treasury Committees and a member of the Executive Committee.

Mr Martin has extensive operational and financial management experience. Mr Martin also has significant experience at cost control, driving productivity, and leading business expansion projects, acquisitions, disposals, capital efficiency, tax, treasury and compliance activities.

Ian Meakins

Group Chief Executive

Joined July 2009
Chairman of the Executive Committee. Member of the Major Announcements, Treasury and Disclosure Committees.

Mr Meakins has significant international board and general management and strategic development experience in brand, retail and wholesale distribution management; and extensive operational leadership. Mr Meakins is non executive director of Centrica plc.

Frank Roach

Chief Executive Officer, North America

Joined December 2005
Member of the Executive Committee.

Mr Roach has strong business and operational leadership skills; extensive experience of management of subsidiaries and joint ventures and business development; as well as wide ranging sales experience. He is responsible for all the North American businesses.

Michael Wareing CMG

Non Executive Director

Joined October 2009
Chairman of the Audit Committee and member of the Remuneration and Nominations Committees.

Mr Wareing has comprehensive board and financial management experience, as well as significant commercial and international experience having served in various advisory roles. He is a non executive director and Chairman of the Audit Committee of Cobham plc and Intertek Group plc. In addition he is the Senior Independent Director at Intertek Group plc.

Explanatory notes

Resolutions 1 to 15 (inclusive) and Resolutions 19 and 20 are proposed as ordinary Resolutions, which means that for each of those Resolutions to be passed, more than half the votes cast must be cast in favour of the Resolution. Resolutions 16 to 18 (inclusive) are proposed as special Resolutions, which means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be cast in favour of the Resolution.

Resolution 1 – Annual Report and Accounts

The Directors are required to present to the AGM the audited Accounts and the Directors' and Auditors' reports for the financial year ended 31 July 2012.

Resolution 2 – Directors' remuneration report

Although not required by Jersey law, the Company puts before shareholders in general meeting a resolution to approve the Directors' remuneration report as a matter of good governance. The remuneration report for the financial year ended 31 July 2012 is set out on pages 84 to 96 of the Annual Report and Accounts and includes the Company's policy on Directors' remuneration, a table containing details of the Directors' emoluments and two line graphs showing total shareholder return ("TSR"). The first graph is for information and includes the performance of Wolseley plc for the five years from 31 July 2007 to 31 July 2012. The second graph relates only to the performance of the new Wolseley plc holding company from November 2010 to 31 July 2012. The Company's auditors, PricewaterhouseCoopers LLP, have audited those parts of the Directors' remuneration report capable of being audited and their report may be found on page 153 of the Annual Report and Accounts.

The vote is advisory in nature in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the Resolution is not passed.

Resolution 3 – Final Dividend

A final dividend can only be paid after the shareholders at a general meeting have approved it. If approved at the AGM the Final Dividend for the year ended 31 July 2012 will be paid on 30 November 2012 to Shareholders on the Register at 5.00pm (UK time) on 12 October 2012.

Resolutions 4 to 11 – Re-election of Directors

Under the UK Corporate Governance Code, there is now a recommendation that all Directors stand for annual re-election. Accordingly, all the Directors offer themselves for re-election, proposed through separate Resolutions numbered 4 to 11.

A summary of the skills and experience of each of the Directors standing for re-election is set out on page 16 of this document.

Resolutions 12 and 13 – Appointment and remuneration of Auditors

The Company is required to appoint auditors at each general meeting at which accounts are presented to shareholders. Resolution 12 proposes the appointment of PricewaterhouseCoopers LLP as the Company's auditors until the conclusion of the next annual general meeting. It is normal practice for a company's directors to be authorised to determine the level of the auditors' remuneration for the ensuing year. Resolution 13 proposes to give such authority to the Directors.

Resolution 14 – Political donations

This Resolution enables the Directors to incur expenditure of up to £125,000 in aggregate in respect of the activities identified in the relevant provisions of Resolution 14 (including any such expenditure by a subsidiary company) without unintentionally breaching the provisions of the Articles. It is not proposed or intended to alter the Company's policy of not making political donations, within the normal meaning of that expression. However, without the authorisation contained in this Resolution, some of the Company's activities may inadvertently fall within the prohibition contained in the Company's Articles and the Company's ability to communicate its views effectively to political audiences and to relevant interest groups could be inhibited without such authority. The authority sought will, if granted, last until the conclusion of the next annual general meeting of the Company when the Directors intend to seek renewal of this authority. The Company will continue its policy of not giving any cash contributions to any political party. Any expenditure which may be incurred under the authority of this Resolution will be disclosed in next year's Annual Report and Accounts.

Resolution 15 – Authority to allot shares

The Company's Directors may only allot or sell Equity Securities (as defined in the Articles) if authorised to do so by Shareholders. The authority conferred on the Directors at the last annual general meeting to allot Equity Securities expires on the date of the forthcoming AGM. This Resolution will give authority for the Directors to allot or sell Equity Securities (including any held in treasury) in accordance with latest Association of British Insurers ("ABI") Guidelines and Article 12 of the Articles:

(a) up to a maximum aggregate nominal amount of £9,545,020 (representing one-third of the total issued ordinary share capital (excluding treasury shares) as at 24 October 2012, being the latest practicable date before publication of this document) without restriction; and

(b) the same amount again, but only in respect of a pre-emptive issue to existing Shareholders by way of a rights issue or similar offer (with exclusions to deal with fractional entitlements to shares and overseas Shareholders to whom the rights issue cannot be made due to legal and practical problems).

In accordance with the ABI guidance, this authority shall expire at the conclusion of the Company's next annual general meeting (or, if earlier, at the close of business on the date which is 15 months after the date of this Resolution). The Directors have no present intention of exercising this authority. However, it is considered prudent to maintain the flexibility that this authority provides.

The Company's Directors intend to renew this authority annually. As at 24 October 2012, being the latest practicable date before the publication of this document, the Company held no shares in treasury.

Resolution 16 – Dis-application of pre-emption rights

This is a special Resolution. Pursuant to Article 13 of the Articles, if the Directors wish to allot Equity Securities (as defined in the Articles) for cash and to sell or transfer shares out of treasury for cash, they must in the first instance offer them to existing Shareholders in proportion to their holdings. However, there may be occasions when the Directors need

Explanatory notes continued

flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing Shareholders. This cannot be done under the Articles unless the Shareholders have first waived their pre-emption rights.

This Resolution will therefore empower the Directors to allot Equity Securities, pursuant to the authority granted under Resolution 15 above, for cash, and to sell or transfer shares out of treasury for cash, without application of the pre-emption rights contained in Article 13 of the Articles. Other than in connection with a rights or other similar issue, the authority contained in this Resolution will be limited to an aggregate nominal value of £1,431,750 which represents approximately 5 per cent. of the issued ordinary share capital of the Company (excluding treasury shares) as at 24 October 2012 (being the latest practicable date prior to the publication of this document). This authority will expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on the date which is 15 months after the date of this Resolution). The Directors have no present intention of exercising this authority and, in accordance with the Pre-emption Group's Statement of Principles, the Directors further confirm that they have no present intention of issuing more than 7.5 per cent. of the total issued share capital on a non pre-emptive basis in any rolling three-year period.

Resolution 17 – Authority to purchase shares

This is a special Resolution. This Resolution renews the existing authority, granted at the last annual general meeting, which expires on the date of the forthcoming AGM. In certain circumstances, it may be advantageous for the Company to purchase its own ordinary shares and this Resolution seeks authority to enable the Company to make market purchases of up to (i) if Resolution 18 is passed, 27,390,080 of its own New Ordinary Shares (being less than 10 per cent. of the issued ordinary share capital of the Company (excluding treasury shares) immediately after the Share Consolidation); or (ii) if Resolution 18 is not passed, 28,635,080 of its own Existing Ordinary Shares (being less than 10 per cent. of the issued ordinary share capital of the Company (excluding treasury shares) as at 24 October 2012, being the latest practicable date prior to the publication of this document). The maximum price (exclusive of expenses) which may be paid for each share shall be an amount equal to the higher of (a) 105 per cent. of the average of the middle market quotations for an ordinary share in the Company derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which the share is contracted to be purchased, and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share derived from the London Stock Exchange Trading System. The minimum price (exclusive of expenses) per share shall be (i) if Resolution 18 is passed, $10^{5}/_{11}$ pence, being the nominal value of a New Ordinary Share; or (ii) if Resolution 18 is not passed, 10 pence, being the nominal value of an Existing Ordinary Share. The authority conferred by this Resolution will expire at the conclusion of the Company's next annual general meeting or, if earlier, the close of business on the date which is 18 months after the date of this Resolution.

The Directors have no present intention of exercising this authority to purchase the Company's shares, but will keep the matter under review. The Directors will use this authority to purchase shares only after careful consideration, (taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company). Further, the Directors intend to use this authority to buy back shares only if they believe that to do so would have a positive effect on earnings per share and would be in the best interests of Shareholders taken as a whole.

Part 11 of the Companies (Jersey) Law 1991 allows shares repurchased by the Company to be held as treasury shares (rather than the Company having to cancel them). Treasury shares may be subsequently cancelled, sold for cash or used to satisfy options issued to employees for the purpose of employee share schemes. The authority to be sought by this Resolution is intended to apply equally to shares to be held by the Company as treasury shares. No dividends will be paid on shares which are held as treasury shares and no voting rights will attach to them. As at 24 October 2012, being the last practicable date before the publication of this document, the Company held no shares in treasury, but the Directors intend that any shares which are repurchased will be held in treasury as permitted by Part 11 of the Companies (Jersey) Law 1991.

As at 24 October 2012, being the latest practicable date before publication of this document, there were outstanding share options and share awards to subscribe for unissued shares relating to 1,610,540 Existing Ordinary Shares which represents 0.56 per cent of the Company's issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase the Company's shares were to be exercised in full, these share options and share awards would represent (i) if Resolution 18 is passed, 0.65 per cent. of the issued ordinary share capital of the Company (excluding treasury shares); or (ii) if Resolution 18 is not passed, 0.62 per cent. of the issued ordinary share capital of the Company (excluding treasury shares).

Resolutions 18 – Special Dividend and Share Consolidation

This is a special Resolution pursuant to which Shareholders are asked to approve the Special Dividend and the associated Share Consolidation. As Article 38(1) of the Companies (Jersey) Law 1991 requires a share consolidation to be effected by way of amendment of the memorandum of association of a company which in turn requires the approval of shareholders by way of a special resolution, the Special Dividend and Share Consolidation are being proposed together in a single combined special Resolution.

Further details about the Special Dividend and the Share Consolidation are set out in Part II of this document.

If Resolution 18 is not passed, the Special Dividend will not be paid and the Share Consolidation will not take place.

Resolutions 19 and 20 – Adoption of the discretionary employee share plans

The existing Shareholder approval to operate the Company's long term incentive scheme and the executive share option plan will expire at the end of 2012 and 2013 respectively. Shareholders are being asked to approve the adoption of replacement plans in order to continue to provide grants of awards and options to executives within the Group on similar terms to the existing plans.

In proposing Resolution 19, the Company is seeking to adopt the Wolseley Group Long Term Incentive Plan 2012 under which it will grant its most senior executives awards which give them the right to receive Ordinary Shares (or ADSs) in the Company in the future subject to the satisfaction of

stringent performance conditions based on the Company's Total Shareholder Return over a three-year period.

In proposing Resolution 20, the Company is seeking to adopt the Wolseley Group Executive Share Option Plan 2012 (the "ESOP") under which it will offer its most senior executives grants of options to acquire Ordinary Shares in the Company in the future at a price determined at the time of grant. The grants will be subject to stringent performance conditions based on the performance of the Company's Earnings Per Share over a three-year period. The ESOP will also facilitate the grant of options to UK, US and French participants that will be capable of benefiting from tax-favourable treatment in those countries, to the extent available.

Recommendation

The Directors consider that each of these Resolutions is in the best interests of the Company and the Shareholders as a whole and accordingly unanimously recommend that all Shareholders vote in favour of all Resolutions, as the Directors intend to do in respect of their own beneficial holdings of 190,654 Existing Ordinary Shares which, as at 24 October 2012 (being the latest practicable date prior to publication of this document) represented 0.07 per cent. of the total issued share capital of the Company.

Notes

1. Entitlement to attend and vote

1.1 All Resolutions at the AGM will be decided by a poll. The Company believes that this is a more transparent and equitable method of voting, as Shareholder votes are counted according to the number of shares held, ensuring an exact and definitive result.

1.2 The Company, pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999, specifies that only those persons entered on the register of members of the Company as at 3.00pm Swiss time (2.00pm UK time) on 27 November 2012 (the "Specified Time") (or, if the AGM is adjourned, on the register of members of the Company 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Subsequent changes to entries on the register of members after the Specified Time shall be disregarded in determining the rights of any person to attend and vote at the AGM.

2. Appointment of proxies

2.1 Shareholders entitled to attend and vote at the AGM convened by this Notice are entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote in their place at the Meeting. A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a Shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice and instructions for its use are shown on the Form. The appointment of a proxy does not preclude members from attending the Meeting and voting if they so wish, however, if they do attend the AGM any proxy appointment will be treated as revoked. A Shareholder may only appoint a proxy or proxies by:

(a) completing and returning the Form of Proxy accompanying this Notice in accordance with the instructions contained therein;

(b) going to **www.sharevote.co.uk** and following the instructions provided (see Note 3 below); or

(c) using the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted (see Note 4 below).

2.2 The appointment of a proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should be deposited with the Company's Registrar, Equiniti (Jersey) Limited, c/o Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or received via the Sharevote service or lodged via the CREST proxy service (in each case) not later than 3.00pm Swiss time (2.00pm UK time) on 27 November 2012, or 48 hours before the time appointed for holding any adjourned meeting or (in the case of a poll not taken on the same day as the AGM or adjourned meeting) for the taking of the poll at which it is to be used. If more than one proxy appointment is returned in respect of the same holding of shares, either by paper or by electronic communication (save as described in Note 2.1 above), that proxy received last by the Registrar before the latest time for the receipt of proxies will take precedence.

2.3 To appoint more than one proxy, you may either photocopy the Form of Proxy accompanying this document or contact the Company's Registrar, Equiniti, to request additional personalised forms.

2.4 Further instructions for appointing a proxy or proxies are contained in the explanatory notes to the Form of Proxy accompanying this Notice.

3. Electronic proxy voting

Shareholders may register the appointment of their proxy or proxies or voting directions electronically via the sharevote service at **www.sharevote.co.uk**, where full details of the procedure are given. Shareholders are advised to read the terms and conditions of use carefully and will need the Reference Number, Card ID and Account Number set out on the Form of Proxy. Electronic communication facilities are available to all Shareholders and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus.

4. Electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies or to give or amend an instruction to a previously appointed proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual or as set out on the Euroclear website (**www.euroclear.com/CREST**). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction

Explanatory notes continued

given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti (ID 7RA01) by no later than 3.00pm Swiss time (2.00pm UK time) on 27 November 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. No such message received through the CREST network after this time will be accepted and any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider to procure that his CREST sponsor or voting service provider take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitation of the CREST system and timings and to the relevant website at **Euroclear.com/CREST**.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

5. Corporate representatives
Under the Companies (Jersey) Law 1991, a body corporate may only appoint one corporate representative to attend and vote on its behalf. A share owner which is a body corporate that wishes to allocate its votes to more than one person should use the proxy arrangements.

6. Nominated persons
Any person to whom this Notice is sent, who is not a Shareholder but is a person nominated by a Shareholder under Article 73 of the Articles to enjoy information rights (a "nominated person"), may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a nominated person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights. The statement of the rights of Shareholders in relation to the appointment of proxies in Note 2 above does not apply to nominated persons. The right described in these paragraphs can only be exercised by Shareholders of the Company.

7. Voting rights
As at 24 October 2012, being the latest practicable date prior to the publication of this document, the Company's issued share capital consisted of 286,350,888 Existing Ordinary Shares, with each Existing Ordinary Share carrying one vote. The Company held no shares in treasury and therefore the total number of voting rights in the Company as at 24 October 2012 is 286,350,888.

8. Inspection of documents
The following documents will be available for inspection during normal business hours from the date of this Notice until the time of the AGM at each of the Company's registered office (26 New Street, St Helier, Jersey JE2 3RA, Channel Islands), the corporate headquarters of the Company (Grafenauweg 10, CH-6301 Zug, Switzerland) and the Group Services office (Parkview 1220, Arlington Business Park, Theale, Reading RG7 4GA, United Kingdom), and from 15 minutes before the AGM starts until it ends at Parkhotel, Industriestrasse 14, CH-6304 Zug, Switzerland, and Deutsche Bank's London office, Winchester House, 1 Great Winchester Street, London EC2N 2DB, UK:

– copies of the Executive Directors' service contracts;

– copies of letters of appointment of the Non Executive Directors;

– copies of letters of indemnity for each of the Directors; and

– copies of the LTIP and ESOP.

9. Shareholders' statement
Shareholders should note that it is possible that, pursuant to requests made by Shareholders of the Company under the Articles, the Company may be required to publish on a website a statement setting out:

(a) any matter relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or

(b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting of the Company at which annual accounts and reports were laid.

The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with such publication requirements. Where the Company is required to place a statement on a website under the Articles, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under the Articles to publish on a website.

10. Addresses
Addresses, including electronic addresses provided in this Notice, are provided solely for the purposes so specified. You may not use any electronic address provided in this Notice to communicate with the Company for any purpose other than those expressly stated herein.

11. Website
A copy of this Notice, and the details of the total number of shares in issue and the total voting rights in the Company, can be found at **www.wolseley.com**.

12. Holders of American Depositary Shares (ADSs)
Registered ADS holders who wish to attend the AGM or wish to have their votes cast on their behalf should indicate accordingly on the voting instruction form sent to them and return it to Deutsche Bank Trust Company Americas. Those who hold their ADSs beneficially through a bank or broker and wish to have their vote cast on their behalf should contact their bank or broker as soon as possible. Deutsche Bank's contact details are set out below. Holders of ADRs who wish to attend the AGM in person should take steps to present their ADRs to the ADR Depositary for cancellation and (upon compliance with the terms of the ADR Deposit Agreement, including payment of the ADR Depositary's fees and any applicable taxes and governmental charges) delivery of Existing Ordinary Shares so as to become registered members of the Company prior to the AGM.

AGM information

Time of the Meeting

The AGM will start promptly at 3.00pm Swiss time (2.00pm UK time) on Thursday, 29 November 2012. If you are planning to attend the AGM in Switzerland or the venue in London, local maps are printed at the end of this document.

Attending the Meeting

If you are attending the AGM in Switzerland or the venue in London, please bring your attendance card with you. It authenticates your right to attend, speak and (in the case of attendance in Switzerland) vote at the AGM and will speed your admission. You may also find it useful to bring this document and the 2012 Annual Report and Accounts in order that you may refer to them at the AGM. All joint Shareholders may attend and speak at the AGM. However, in the case of Shareholders who are in attendance in Switzerland, only the first Shareholder listed on the Register is entitled to vote. If for any reason the audio-visual connection to the venue in London is lost, this will not in any way affect the validity of the proceedings of the AGM which shall continue at the location specified in Switzerland.

Questions

All Shareholders and their proxies have the right to ask questions at the AGM including via the audio-visual link from London (unless for some reason it ceases to be available). The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation of the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered. The Chairman may also nominate a Company representative to answer a specific question after the AGM.

Not attending the Meeting

Whoever you appoint as a proxy can vote, speak or abstain from voting as he or she decides on any other business which may validly come before the AGM. This includes proxies appointed using the CREST service. Details of how to complete the appointment of a proxy either electronically or on paper are given in the notes to the Notice and in the accompanying Form of Proxy.

Enquiries

Equiniti (Jersey) Limited maintain the Company's share register. If you have any enquiries about the Meeting or about your Wolseley plc shareholding, you may contact Equiniti:

by telephone to the Shareholder helpline:

(from the UK) – 0871 384 2934*
(from outside the UK) – + 44 (0)121 415 7011

or in writing to:

Equiniti (Jersey) Limited
c/o Equiniti (8063)
PO Box 75
26 New Street
St Helier
Jersey JE4 8PP
Channel Islands

*Calls to this number are charged at 8 pence per minute from a BT landline. Other telephony providers' costs may vary. Lines are open from 8.30am to 5.30pm (UK time), Monday to Friday.

Deutsche Bank maintains the Company's American Depositary Receipt register. They also provide a telephone helpline service. If you have any enquiries about your holding of Wolseley American Depositary Shares, you may contact Deutsche Bank:

by telephone to the Shareholder helpline:

(within the US) – +1 866 249 2593 (toll-free)
(from outside the US) – +1 718 921 8137

or in writing to:

Deutsche Bank Trust Company Americas
c/o American Stock Transfer & Trust Company
Peck Slip Station
PO Box 2050
New York, NY 10272-20250

E-mail enquiries: DB@amstock.com

You may also contact Wolseley plc at the following corporate address:

Grafenauweg 10
CH-6301 Zug
Switzerland
+41 (0)41 723 22 30

Data Protection Statement

Your personal data includes all data provided by you, or on your behalf, which relates to you as a Shareholder, including your name and contact details, the votes you cast and your Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data are to be processed. The Company and any third party to which it discloses the data (including the Company's Registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

Appendix – Summary of the principal provisions of the employee share plans

The Wolseley Group Long Term Incentive Plan 2012 (the "LTIP")

The LTIP is intended for the benefit only of senior executives of the Company and its subsidiaries. It includes an appendix specific to US participants who are subject to US income taxation. Under the LTIP, eligible participants may be granted awards giving them the right to receive Ordinary Shares in the Company, or American Depositary Receipts evidencing American Depositary Shares, at a vesting date three years after the date of grant as long as such awards have met stringent performance conditions. The proportion of an award that may vest will be determined by the extent to which the performance condition is satisfied. It is proposed that the performance conditions for the first awards under the LTIP will be based on the Company's Total Shareholder Return ("TSR") relative to a comparator group of companies comprising the FTSE 100 Index at the beginning of the performance period. If at the end of the three-year performance period the Company is positioned in the top decile of the FTSE 100 comparator group, 100 per cent. of an award will vest; if the Company is at the fiftieth percentile, 25 per cent. of an award will vest; and if the Company is placed below the fiftieth percentile, no part of an award will vest. Awards will vest on a straight line basis between 25 per cent. and 100 per cent. if the Company is positioned between the fiftieth percentile and the top decile of the comparator group. The Remuneration Committee may set different performance conditions for awards in subsequent years. The maximum value of shares over which an award may be granted to an employee in any financial year is 200 per cent. of the employee's salary. Subject to the achievement of the applicable performance conditions, awards will vest automatically on the vesting date specified by the Board at the time of grant (which may be no earlier than the third anniversary of the date of grant) unless the participant has left employment before that date. Awards granted to UK participants under the LTIP may be granted in the form of nil cost options which will be exercisable during the period from the date of vesting up to the tenth anniversary of the date of grant. For US employees, the exercise of awards or transfer of shares (or cash) must not occur later than 15 March in the calendar year following vesting. A participant may be entitled to dividend equivalent payments in respect of his award, in which case the number of shares which vest under an award may be increased to reflect the value of dividends paid on shares during the vesting period or a cash sum of an equivalent value may be paid on vesting.

Awards normally lapse if a participant leaves employment. However, if the employment ends by reason of redundancy, injury, ill-health or disability, the sale of the company or business in which they work or for any reason at the Board's discretion, the participant's award may continue and vest on the original vesting date to the extent the performance condition has been met at such date, unless the Remuneration Committee determines that the award should vest on the date on which the participant ceases to be employed. Awards will be time pro-rated unless the Remuneration Committee determines otherwise (that is, the number of shares to be delivered under the award will be determined by calculating the number of full months' completed employment since the date of grant as a proportion of the number of months in the normal vesting period). In the event a participant dies, then his award will vest immediately to the extent the performance condition has been met at such date and again will be time pro-rated unless the Committee in its discretion determines otherwise.

Awards will automatically vest following a takeover, scheme of arrangement or winding-up of the Company. The proportion of an award that will vest will be determined by the application of the applicable performance conditions at that time and the award will be time pro-rated unless the Remuneration Committee in its discretion determines otherwise. In certain circumstances, awards may be exchanged for equivalent awards over shares in an acquiring company.

The Wolseley Group Executive Share Option Plan 2012 (the "ESOP")

Under the ESOP, eligible participants of participating companies in the Group may be granted options to acquire Ordinary Shares in the Company after a three-year vesting period (or four years if granted to French participants under Part E of the ESOP) at an exercise price fixed at the date of grant. The ESOP is intended for the benefit only of the senior executives of the Group. Options granted under the ESOP will be subject to stringent performance conditions. Unless the Remuneration Committee decides otherwise, the performance conditions will be based on the growth in the Company's earnings per share ("EPS") over a three year period so that the first tranche of shares under an option, worth (at the date of grant) up to 50 per cent. of the participant's salary, will be subject to a target of 9 per cent. EPS growth over and above RPI; the next tranche of shares equal to 150 per cent. worth of salary will have a target of 12 per cent. EPS growth over and above RPI; the next tranche, equal to 50 per cent. of salary will have a target of 15 per cent. EPS growth over and above RPI; and the balance of the option in excess of 250 per cent. of salary, will have a target EPS growth of between 15 per cent. and 21 per cent. over and above RPI, with straight line vesting for performance between these two levels. The Remuneration Committee may set more challenging EPS targets or a different performance condition in any year if it considers that the above framework is insufficiently challenging. The Remuneration Committee proposes to apply an EPS performance condition to the first grant of options which are expected to be made under the ESOP in 2012. It will determine the specific EPS growth targets shortly before the options are granted which will take into account macro-economic data and which it expects will be more challenging than those described above. Details of the applicable performance conditions for the 2012 grants will be released in an announcement and described in future annual reports.

The ESOP includes in Part B a UK plan, the rules of which will be submitted to HMRC for approval so that options can be granted to eligible participants in the UK which are capable of favourable tax treatment. It also includes in Part C the rules applicable to options granted to US participants that do not qualify as tax favoured options under the US Internal Revenue Code of 1986, and in Part D, the rules governing those options for US participants which do qualify as tax favoured options under such Code. Part E provides the rules for options to be granted to eligible executives in France so as to qualify for favourable tax treatment to the extent available.

Options granted under the ESOP which vest, will be exercisable during the period ending on the tenth anniversary of the date of grant. The exercise price at which the shares may be acquired may not be less than the higher of the market value of a share on the date the option is granted (or a limited period of days before the grant) or in the case of

an option to subscribe for unissued shares, the nominal value of a share. The maximum value of shares over which an award may be granted to an employee in any financial year is 300 per cent. of the employee's salary. However, for options granted under Part B, the maximum value of options a participant may be granted (when taken together with awards under any other approved option schemes) is £30,000. For options granted under Part D the maximum value of options a participant may be granted in a calendar year is US$100,000 (when taken together with awards under any other incentive stock option plans).

Options will vest automatically on the vesting date specified by the Board at the time of grant (which may be no earlier than the third anniversary of the date of grant) unless the participant has left employment before that date. Options normally lapse if a participant leaves employment. However, if the employment ends by reason of redundancy, injury, ill-health or disability, the sale of the company or business in which they work or for any reason at the Board's discretion, the participant's options may continue and vest on the original vesting date to the extent the performance condition has been met at such date, unless the Remuneration Committee determines that the options should vest on the date the executive ceases to be employed. Options will be time pro-rated unless the Remuneration Committee in its discretion determines otherwise (that is, the number of shares to be delivered under the option will be determined by calculating the number of full months' completed employment since the date of grant as a proportion of the number of months in the normal vesting period). In the event a participant dies, then his options will vest immediately to the extent the performance condition has been met at such date and will be time pro-rated unless the Remuneration Committee in its discretion determines otherwise.

In the case of US participants who hold options under Part D, their options will vest on the date of cessation of employment unless the Remuneration Committee determines otherwise, in which case the options may continue until the original vesting date. If a US participant has left employment due to disability (as defined under the US Internal Revenue Code) and the original vesting date is less than 12 months from the termination date, the option will vest on the original vesting date.

Options will automatically vest and be exercisable (or in some cases automatically exercised) following a takeover, scheme of arrangement or winding-up of the Company. The proportion of options that will vest will be determined by the application of the applicable performance conditions at that time and the options will be time pro-rated unless the Remuneration Committee in its discretion determines otherwise. In certain circumstances, options may be exchanged for equivalent options over shares in an acquiring company.

Common terms applicable to the LTIP and the ESOP

The following terms are common to each of the LTIP and the ESOP:

Clawback
Awards and options granted under the LTIP and the ESOP (apart from options granted under Part B) are subject to clawback provisions in the following circumstances, in which case awards and options may either be reduced in part or completely:

i. a material financial misstatement of the Company's audited financial accounts;

ii. the misconduct of an executive which results in, or is reasonably likely to result in, significant reputational damage to the Company;

iii. the negligence, fraud or gross misconduct of an executive.

Dilution limits
Ordinary Shares in the Company may be issued to satisfy awards and options granted under the LTIP and the ESOP. No award or option may be granted under the LTIP or ESOP if it would cause the number of ordinary shares in the Company that have been issued pursuant to awards or options granted in the preceding 10 years under the Company's employee share plans (together with the number of ordinary shares in the capital of Wolseley Limited ("Old Wolseley"), that have been issued pursuant to awards or options granted in that same period under Old Wolseley's employee share plans), to exceed 5 per cent. of the Company's issued ordinary share capital at the proposed date of grant. This limit does not include awards or options which have lapsed and it does not relate to any shares purchased in the market (unless, for so long as it remains the recommended practice of institutional shareholders, they are transferred out of treasury).

Grant period
Awards and options under the LTIP and the ESOP may be granted within 42 days after the approval of the plans by shareholders in general meeting (and, in the case of Part B of the ESOP, the approval by HMRC) and thereafter, within 42 days after the announcement of the Company's results for any period, although they may be granted at other times if the Board of the Company considers that there are exceptional circumstances justifying a grant. For options granted under Part E of the ESOP, no options may be granted within the period of 20 days after the day on which a dividend is paid by the Company.

No award or option may be granted under the LTIP or ESOP more than 10 years after the date the plans are approved by shareholders. No options may be granted under Part E of the ESOP (for French participants) more than 76 months after the date on which the ESOP is approved by shareholders.

Variation of share capital
In the event of a variation in the share capital of the Company, including a rights issue or a sub-division or consolidation of the share capital, the number of shares (or ADSs) subject to the awards or options may be adjusted in such manner as the Remuneration Committee or Board may determine. The prior approval of HMRC must be obtained for any adjustment to options granted under Part B of the ESOP.

Amendments
The Remuneration Committee may amend the LTIP or the ESOP provided that the prior approval of the Company's shareholders in general meeting is obtained for any amendments which are to the advantage of participants and which relate to eligibility, the number of shares that may be issued under the relevant plan, the maximum entitlement for a participant, the basis for determining a participant's entitlement to shares, the rights attaching to the shares and the adjustment of options. Shareholders' approval is not required for minor amendments to benefit the administration of the LTIP or ESOP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or the

Appendix – Summary of the principal provisions of the employee share plans continued

Company or any of its subsidiaries. Certain amendments to Part B of the ESOP will be subject to the prior approval of HMRC. No amendment may be made which would materially prejudice participants' interests without the prior consent of those participants who would upon vesting, be entitled to a majority of the shares under all outstanding awards or options.

Other provisions

Options granted under the LTIP and ESOP are personal to the participant and may not be transferred (except on death). Benefits under the LTIP and ESOP are not pensionable.

Any shares allotted or transferred on vesting or exercise of an award or option will rank equally with the Company's other ordinary shares (or, in the case of depositary shares, ADSs) then in issue. Application will be made for any shares allotted to be admitted to listing by the UK Listing Authority and to trading on the London Stock Exchange or in the case of ADSs, arrangements will be made for the issue of American depositary receipts traded on an appropriate US market.

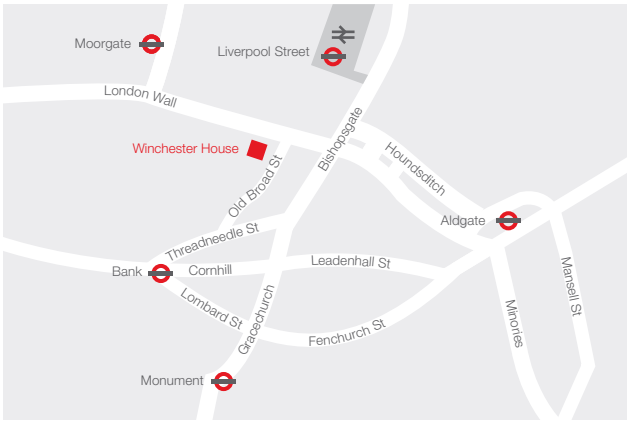
Each of the LTIP and ESOP may be terminated or suspended at any time but any termination will not affect participants' subsisting rights.

AGM venues

Zug venue



London venue



Switzerland

Venue:	Parkhotel, Industriestrasse 14, CH-6304, Zug, Switzerland
Time:	3.00pm (Swiss time)
Location:	The Parkhotel is 27km away from Zurich airport
By train:	Take the train from Zurich airport to Zug – the Parkhotel is approximately 10 minutes' walk from Zug railway station

London

Venue:	Deutsche Bank, Winchester House, 1 Great Winchester Street, London EC2N 2DB United Kingdom
Time:	2.00pm (UK time)
By underground:	Approximately 10 minutes' walk from Liverpool Street Station, and Moorgate underground station
Car parking:	Available at NCP car parks in Finsbury Square and Aldersgate Street