ANNUAL GENERAL MEETING: RESOLUTIONS

Ferguson plc (the "Company") is pleased to announce that, at its AGM held earlier today, shareholders passed each of the ordinary and special resolutions by the requisite majorities on a poll. The full text of each resolution is contained in the Notice of Annual General Meeting, which is available on the Company's website, www.fergusonplc.com.

The total number of votes cast for each resolution is set out in the table below. Resolutions 1 to 19 (inclusive) are ordinary resolutions and resolutions 20, 21 and 22 are special resolutions.

Resolution	For	%*	Against	%*	Votes Total	% Votes cast**	Votes Withheld***
1. To receive the Company's Annual Report and Accounts	177,580,643	100.00	4,690	0.00	177,585,333	78.38%	214,607
2. To approve the Directors' Remuneration Report	130,081,506	74.49	44,543,309	25.51	174,624,815	77.08%	3,175,124
3. To approve the Remuneration Policy	124,039,675	70.29	52,431,270	29.71	176,470,945	77.89%	1,328,995
4. To declare a final dividend	177,725,363	100.00	193	0.00	177,725,556	78.45%	74,384
5. To elect Tessa Bamford	174,746,624	98.33	2,976,275	1.67	177,722,899	78.45%	77,041
6. To elect Gareth Davis	170,665,404	96.11	6,903,891	3.89	177,569,295	78.38%	230,644
7. To elect Geoff Drabble	174,931,389	98.43	2,791,979	1.57	177,723,368	78.45%	76,571
8. To elect Catherine Halligan	176,941,318	99.56	781,805	0.44	177,723,123	78.45%	76,817
9. To elect Kevin Murphy	175,397,775	98.69	2,325,646	1.31	177,723,421	78.45%	76,519
10. To elect Alan Murray	174,748,580	98.33	2,974,854	1.67	177,723,434	78.45%	76,506
11. To elect Michael Powell	174,963,073	98.45	2,760,125	1.55	177,723,198	78.45%	76,742
12.To elect Tom Schmitt	176,891,161	99.53	832,168	0.47	177,723,329	78.45%	76,611
13. To elect Nadia Shouraboura	173,117,278	97.41	4,604,212	2.59	177,721,490	78.44%	78,449
14. To elect Jacqueline Simmonds	174,490,694	98.18	3,230,694	1.82	177,721,388	78.44%	78,552
15. To appoint Deloitte LLP as auditors	175,852,009	99.85	270,522	0.15	176,122,531	77.74%	1,677,408
16. To authorise the Audit Committee to agree the auditor's remuneration	177,549,858	99.90	175,062	0.10	177,724,920	78.45%	74,719
17. Authority of limited political expenditure and political donations	175,252,548	99.02	1,740,576	0.98	176,993,124	78.12%	806,816
18. Authority to allot securities	169,327,866	95.24	8,469,347	4.76	177,797,213	78.48%	2,727
19. Approve the amendment to the Ferguson Group Long Term Incentive Plan 2019	127,110,021	72.03	49,358,759	27.97	176,468,780	77.89%	1,331,160

20. Authority to disapply pre-emption rights	177,390,546	99.84	278,402	0.16	177,668,948	78.42%	130,992
21. Additional authority to disapply pre-emption rights for specified capital investment	173,763,055	97.80	3,908,687	2.20	177,671,742	78.42%	128,197
22. Authority to purchase own shares	175,805,464	98.93	1,900,314	1.07	177,705,778	78.44%	94,144

* percentage of votes cast excludes withheld votes
** percentage of issued share capital (excluding 5,614,611 treasury shares)
*** a vote withheld is not a vote in law and is not counted in the calculation of the proportion of the votes "For" or "Against" a resolution

As at 19 November 2019, the Company:

(i) had 232,171,182 issued ordinary shares of 10 pence, each ordinary share having one vote;

(ii) held 5,614,611 ordinary shares in treasury. The voting rights of treasury shares are automatically suspended; and

(iii) accordingly, had total voting rights of 226,556,571

Resolutions 2 (Remuneration Report), 3 (Remuneration Policy) and 19 (LTIP Rules)

During 2019, the Remuneration Committee consulted extensively with Ferguson's largest shareholders, proxy advisors and shareholder representative organisations on the proposed Remuneration Policy (Resolution 3) and increase to the maximum award limits under the LTIP Rules (Resolution 19). During this process, we received useful feedback from many of the institutions consulted that indicated support for these proposals. We believe the policy set out is appropriate and fair for an organisation of Ferguson's scale and profile, is commensurate with the duties and responsibilities of Ferguson's Executive Directors and is in the best long-term interests of the Group and its shareholders.

In relation to the Remuneration Report (Resolution 2), the arrangements for the Executive Directors for 2019/20 have been set to be consistent with Ferguson's pay principles, to reflect the scale of the Group's operations in relevant markets.

Resolution 2 was passed with a majority of 74.49%, Resolution 3 with a majority of 70.29%, and Resolution 19 by a majority of 72.03%, as detailed above. The Board is disappointed that a minority voted against these resolutions, as we consulted extensively but some of those we contacted failed to engage with us, despite the efforts on our part. However, the Remuneration Committee continues to believe that the proposals are in the best interests of Ferguson and its shareholders. The Remuneration Committee has already commenced further engagement with shareholders to understand their concerns.

The Remuneration Committee is committed to continuing an open and transparent dialogue with shareholders. We thank those shareholders with whom we have already spoken for explaining their reasons for voting against the resolutions. We will publish an update on this engagement, in accordance with the UK Corporate Governance Code, within six months of the 2019 AGM.

For further information please contact:

Graham Middlemiss, Group Company Secretary
+44 (0) 118 927 3800