NEWS RELEASE

# Director/PDMR Shareholding

6/22/2017

RNS Number : 9231I
Wolseley PLC
22 June 2017

WOLSELEY PLC ("Company")

NOTIFICATION OF TRANSACTIONS BY PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES ("PDMRs") IN ORDINARY SHARES OF 10 53/66p EACH IN THE COMPANY ("Shares")

On 21 June 2017 the Company granted buy out awards to Mike Powell, Executive Director and PDMR. These were awarded to Mr Powell under an arrangement to which Listing Rule 9.4.2R applies in respect of awards forfeited on leaving his previous employment.

Restricted Share Buy Out Awards

| PDMR/Executive Director | Number of Shares under award | Vesting Date |
|---|---|---|
| M Powell | 14,026 | 28 March 2018 |
| | 5,695 | 27 March 2019 |
| | 2,439 | 1 April 2020 |

The awards were granted as conditional awards. No consideration is payable at allocation or on vesting of all or part of the awards.

Subject to continued employment, the conditional awards will normally vest on the dates above.

Performance Based Buy Out Award

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| PDMR/Executive Director | Number of Shares under award | Vesting Date |
|---|---|---|
| M Powell | 18,859 | 1 November 2019 |

These awards will only vest if certain corporate performance conditions are satisfied. These performance conditions are measured over a three year period (from 1 August 2016 to 31 July 2019) and are the same as those applied to awards granted to Executive Directors and PDMRs on 1 November 2016 under the Wolseley Group Long Term Incentive Plan 2015. Full details of the relevant performance conditions can be found in the Remuneration Report of the Company's Annual Report and Accounts 2016. Subject to continued employment and the performance conditions being satisfied, the conditional award will normally vest on 1 November 2019.

The attached notifications, which have been made in accordance with the requirements of the EU Market Abuse Regulations, provide further detail.

Restricted Share Buy Out Awards

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1 Details of the person discharging managerial responsibilities / person closely associated

| | |
|---|---|
| a) Name | Michael Powell |

2 Reason for the notification

| | |
|---|---|
| a) Position/status | Group Chief Financial Officer |
| b) Initial/Amendment notification | Initial notification |

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

| | |
|---|---|
| a) Name | Wolseley plc |
| b) LEI | 2138005UHP5J9Y2RM657 |

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

| | |
|---|---|
| a) Description of the financial instrument, type of instrument | Ordinary Shares of 10 53/66p each |
| Identification code | ISIN: JE00BFNWV485 |
| b) Nature of the transaction | The grant of a Restricted Share Buy Out Award which will normally vest on 28 March 2018 |

c) Price(s) and volume(s)

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 14,026 |

| | |
|---|---|
| | GBP - British Pound |
| d) Aggregated information | |
| - Aggregated volume | Not applicable |
| - Price | £0.00 |
| e) Date of the transaction | 2017-06-21; UTC time |
| f) Place of the transaction | Outside a trading venue. |

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1 Details of the person discharging managerial responsibilities / person closely associated

| | |
|---|---|
| a) Name | Michael Powell |

2 Reason for the notification

| | |
|---|---|
| a) Position/status | Group Chief Financial Officer |
| b) Initial/Amendment notification | Initial notification |

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

| | |
|---|---|
| a) Name | Wolseley plc |
| b) LEI | 2138005UHP5J9Y2RM657 |

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

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|---|---|
| a) Description of the financial instrument, type of instrument | Ordinary Shares of 10 53/66p each |
| Identification code | |
| | ISIN: JE00BFNWV485 |

| | |
|---|---|
| b) Nature of the transaction | The grant of a Restricted Share Buy Out Award which will normally vest on 27 March 2019 |
| c) Price(s) and volume(s) | |

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 5,695 |

GBP - British Pound

| | |
|---|---|
| d) Aggregated information | |
| - Aggregated volume | Not applicable |
| - Price | £0.00 |
| e) Date of the transaction | 2017-06-21; UTC time |
| f) Place of the transaction | Outside a trading venue. |

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| | |
|---|---|
| 1 Details of the person discharging managerial responsibilities / person closely associated | |
| a) Name | Michael Powell |
| 2 Reason for the notification | |
| a) Position/status | Group Chief Financial Officer |
| b) Initial/Amendment notification | Initial notification |
| 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor | |

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|---|---|---|
| a) | Name | Wolseley plc |
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|---|---|---|
| a) | Description of the financial instrument, type of instrument | Ordinary Shares of 10 53/66p each |
| | Identification code | ISIN: JE00BFNWV485 |
| b) | Nature of the transaction | The grant of a Restricted Share Buy Out Award which will normally vest on 1 April 2020 |
| c) | Price(s) and volume(s) | |

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 2,439 |

GBP - British Pound

| | | |
|---|---|---|
| d) | Aggregated information | |
| - | Aggregated volume | Not applicable |
| - | Price | £0.00 |
| e) | Date of the transaction | 2017-06-21; UTC time |
| f) | Place of the transaction | Outside a trading venue. |

Performance Based Buy Out Award

| | | |
|---|---|---|
| 1 | Details of the person discharging managerial responsibilities / person closely associated | |
| a) | Name | Michael Powell |
| 2 | Reason for the notification | |
| a) | Position/status | Group Chief Financial Officer |
| b) | Initial/Amendment notification | Initial notification |
| 3 | Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor | |
| a) | Name | Wolseley plc |
| b) | LEI | 2138005UHP5J9Y2RM657 |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | |
| a) | Description of the financial instrument, type of instrument | Ordinary Shares of 10 53/66p each |
| | Identification code | ISIN: JE00BFNWV485 |
| b) | Nature of the transaction | The grant of a Performance Based Buy Out Award which will, subject to satisfaction of performance conditions, normally vest on 1 November 2019 |
| c) | Price(s) and volume(s) | |

| | Price(s) | Volume(s) |
|---|---|---|
| | £0.00 | 18,859 |

GBP - British Pound

d) Aggregated information

- Aggregated volume: Not applicable
- Price: £0.00

e) Date of the transaction: 2017-06-21; UTC time

f) Place of the transaction: Outside a trading venue.

Enquiries:

Graham Middlemiss, Group Company Secretary

(00 41 41 723 2230)

22 June 2017

This information is provided by RNS
The company news service from the London Stock Exchange

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