NEWS RELEASE

# Director/PDMR Shareholding

11/3/2016

RNS Number : 2492O
Wolseley PLC
03 November 2016

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 1 November 2016 the Company granted the following awards to Executive Directors and/or PDMRs under the following plans:

Wolseley Group Long Term Incentive Plan 2015 ("LTIP")

Awards were made to two Executive Directors and six other PDMRs as set out in the table below under the LTIP:

| PDMR/Executive Director | Award of (1) a number of Shares under options or (2) conditional Shares or (3) notional Shares |
|---|---|
| J Martin | 58,858 |
| F Roach | 51,493 |
| K Durrant | 11,232 |
| A England | 8,776 |
| P Headon | 2,634 |
| S Oakland | 2,463 |
| S Olesen | 2,637 |
| R Shoylekov | 11,849 |

The awards were granted as conditional share awards to Mr Roach and Mr Olesen, as a phantom share award (being a cash award with a value tied to the price of Shares) to Mr Oakland and as nil cost options to all other awardees. No consideration is payable at allocation, on vesting or, for those in the form of nil cost options, on exercise of all or part of the awards.

These awards will only vest upon, normally, continued employment and the achievement of certain corporate performance conditions measured over a three year period. 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, normally, continued employment and the meeting of the performance conditions, the conditional awards and phantom share award will vest on 1 November 2019 and the nil cost options will be exercisable between 1 November 2019 and 1 November 2026.

Wolseley Group Revised Ordinary Share Plan 2016 ("ROSP")

Awards were made to three PDMRs as set out in the table below under the ROSP:

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| PDMR | Award over (1) a number of Shares under options or (2) conditional Shares or (3) notional Shares |
|---|---|
| P Headon | 21,079 |
| S Oakland | 19,710 |

| | |
|---|---|
| S Olesen | 21,096 |

The awards were granted as nil cost options to Mr Headon, as a phantom share award (being a cash award with a value tied to the price of Shares) to Mr Oakland and as a conditional share award to Mr Olesen. No consideration is payable at allocation, on vesting or, for those in the form of nil cost options, on exercise of all or part of the awards.

These awards will only vest three years from the date of grant upon, normally, continued employment and the achievement of business-level trading profit performance conditions tested over a one year period. Subject to, normally, continued employment and the meeting of performance conditions the conditional share award and phantom share award will vest on 1 November 2019 and the nil cost options will be exercisable between 1 November 2019 and 29 January 2020.

Awards made to David Keltner

Awards were made to David Keltner, Interim Chief Financial Officer and a PDMR, under the share plans set out in the table below:

| Share plan | Award of (1) conditional Shares or (2) notional Shares |
|---|---|
| Long Term Incentive Plan for David Keltner ("Phantom LTIP") | 9,845 |
| Wolseley Group Ordinary Share Plan 2011 ("OSP") | 7,772 |
| Wolseley Group Performance Ordinary Share Plan 2016 ("POSP") | 19,432 |

The Phantom LTIP was granted in the form of a phantom share award (being a cash award with a value tied to the price of Shares). No consideration is payable at allocation or on vesting. The award will only vest upon, normally, continued employment and the achievement of certain corporate performance conditions, which are the same as those applied to the LTIP, except in relation to the EPS and OpCF elements which will be pro-rated to the relevant performance period, as set out in full in the Remuneration Report in the Company's Annual Report and Accounts

2016, but measured over a one year performance period. Subject to, normally, continued employment and the meeting of performance conditions, the phantom share awards will vest on 1 November 2017.

The OSP was granted as a conditional share award. No consideration is payable at allocation or on vesting. The OSP award has no performance conditions and will normally vest, only subject to Mr Keltner's continued employment with the Company, on 1 November 2019.

The POSP was granted as a conditional share award. No consideration is payable at allocation or on vesting. The POSP award will vest upon, normally, continued employment and the achievement of US trading profit growth performance conditions tested over a three year period. Subject to, normally, continued employment and the meeting of performance conditions, the awards will 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.

LTIP Awards

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| | |
|---|---|
| 1 Details of the person discharging managerial responsibilities / person closely associated | |
| a) Name | John Martin |
| 2 Reason for the notification | |
| a) Position/status | Group Chief Executive |
| 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 nil cost share options under the Wolseley Group Long Term Incentive Plan 2015 |
| c) Price(s) and volume(s) | |

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 58,858 |

| | |
|---|---|
| | GBP - British Pound |
| d) Aggregated information | |
| - Aggregated volume | Not applicable |
| - Price | £0.00 |
| e) Date of the transaction | 2016-11-01; UTC time |
| f) Place of the transaction | London Stock Exchange, Main Market (XLON) |

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| | |
|---|---|
| 1 Details of the person discharging managerial responsibilities / person closely associated | |
| a) Name | Frank Roach |
| 2 Reason for the notification | |
| a) Position/status | Chief Executive Officer, USA |

| | | |
|---|---|---|
| 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 conditional shares under the Wolseley Group Long Term Incentive Plan 2015 |
| c) | Price(s) and volume(s) | |

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 51,493 |

| | | |
|---|---|---|
| | | GBP - British Pound |
| d) | Aggregated information | |
| - | Aggregated volume | Not applicable |
| - | Price | £0.00 |
| e) | Date of the transaction | 2016-11-01; UTC time |
| f) | Place of the transaction | London Stock Exchange, Main Market (XLON) |

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

| | |
|---|---|
| a) Name | Kathryn Durrant |

2 Reason for the notification

| | |
|---|---|
| a) Position/status | Group HR Director |
| 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 nil cost share options under the Wolseley Group Long Term Incentive Plan 2015 |

c) Price(s) and volume(s)

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 11,232 |

GBP - British Pound

d) Aggregated information

| | |
|---|---|
| - Aggregated volume | Not applicable |
| - Price | £0.00 |
| e) Date of the transaction | 2016-11-01; UTC time |
| f) Place of the transaction | London Stock Exchange, Main Market (XLON) |

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

| | |
|---|---|
| a) Name | Anthony England |

2 Reason for the notification

| | |
|---|---|
| a) Position/status | Chief Information 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 nil cost share options under the Wolseley Group Long Term Incentive Plan 2015 |
| c) Price(s) and volume(s) | |

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| | Price(s) | Volume(s) |
|---|---|---|
| | £0.00 | 8,776 |

GBP - British Pound

d) Aggregated information

- Aggregated volume: Not applicable
- Price: £0.00

e) Date of the transaction: 2016-11-01; UTC time

f) Place of the transaction: London Stock Exchange, Main Market (XLON)

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

a) Name: Patrick Headon

2 Reason for the notification

a) Position/status: Managing Director, Wolseley UK

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 nil cost share options under the Wolseley Group Long Term Incentive Plan 2015 |
| c) Price(s) and volume(s) | |

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 2,634 |

| | |
|---|---|
| | GBP - British Pound |
| d) Aggregated information | |
| - Aggregated volume | Not applicable |
| - Price | £0.00 |
| e) Date of the transaction | 2016-11-01; UTC time |
| f) Place of the transaction | London Stock Exchange, Main Market (XLON) |

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

| | |
|---|---|
| a) Name | Simon Oakland |

2 Reason for the notification

| | |
|---|---|
| a) Position/status | CEO, Canada and Central Europe |

| | | |
|---|---|---|
| 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 | A financial instrument linked to a Wolseley Ordinary Share |
| | Identification code | ISIN: JE00BFNWV485 |
| b) | Nature of the transaction | The grant of a phantom share award (being a cash award with a value tied to the price of Shares) under the Wolseley Group Long Term Incentive Plan 2015 |
| c) | Price(s) and volume(s) | |

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 2,463 |

GBP - British Pound

| | | |
|---|---|---|
| d) | Aggregated information | |
| - | Aggregated volume | Not applicable |
| - | Price | £0.00 |
| e) | Date of the transaction | 2016-11-01; UTC time |
| f) | Place of the transaction | London Stock Exchange, Main Market (XLON) |

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

| | |
|---|---|
| a) Name | Søren Olesen |

2 Reason for the notification

| | |
|---|---|
| a) Position/status | Interim CEO, DT Group |
| 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 conditional shares under the Wolseley Group Long Term Incentive Plan 2015 |

c) Price(s) and volume(s)

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 2,637 |

GBP - British Pound

d) Aggregated information

| | |
|---|---|
| - Aggregated volume | Not applicable |

| | |
|---|---|
| - Price | £0.00 |
| e) Date of the transaction | 2016-11-01; UTC time |
| f) Place of the transaction | London Stock Exchange, Main Market (XLON) |

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

| | |
|---|---|
| a) Name | Richard Shoylekov |

2 Reason for the notification

| | |
|---|---|
| a) Position/status | Group General Counsel |
| 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 nil cost share options under the Wolseley Group Long Term Incentive Plan 2015 |
| c) Price(s) and volume(s) | |

| Price(s) | Volume(s) |
|---|---|

| | | |
|---|---|---|
| | £0.00 | 11,849 |
| | GBP - British Pound | |

d) Aggregated information

| | |
|---|---|
| - Aggregated volume | Not applicable |
| - Price | £0.00 |
| e) Date of the transaction | 2016-11-01; UTC time |
| f) Place of the transaction | London Stock Exchange, Main Market (XLON) |

## ROSP Awards

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

| | |
|---|---|
| a) Name | Patrick Headon |

2 Reason for the notification

| | |
|---|---|
| a) Position/status | Managing Director, Wolseley UK |
| 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 nil cost share options under the Wolseley Group Revised Ordinary Share Plan 2016 |
| c) Price(s) and volume(s) | |

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 21,079 |

| | |
|---|---|
| | GBP - British Pound |
| d) Aggregated information | |
| - Aggregated volume | Not applicable |
| - Price | £0.00 |
| e) Date of the transaction | 2016-11-01; UTC time |
| f) Place of the transaction | London Stock Exchange, Main Market (XLON) |

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| | |
|---|---|
| 1 Details of the person discharging managerial responsibilities / person closely associated | |
| a) Name | Simon Oakland |
| 2 Reason for the notification | |
| a) Position/status | CEO, Canada and Central Europe |

| | | |
|---|---|---|
| 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 | A financial instrument linked to a Wolseley Ordinary Share |
| | Identification code | ISIN: JE00BFNWV485 |
| b) | Nature of the transaction | The grant of a phantom share award (being a cash award with a value tied to the price of Shares) under the Wolseley Group Revised Ordinary Share Plan 2016 |
| c) | Price(s) and volume(s) | |

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 19,710 |

| | | |
|---|---|---|
| | | GBP - British Pound |
| d) | Aggregated information | |
| - | Aggregated volume | Not applicable |
| - | Price | £0.00 |
| e) | Date of the transaction | 2016-11-01; UTC time |
| f) | Place of the transaction | London Stock Exchange, Main Market (XLON) |

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

| | |
|---|---|
| a) Name | Søren Olesen |

2 Reason for the notification

| | |
|---|---|
| a) Position/status | Interim CEO, DT Group |
| 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 conditional shares under the Wolseley Group Revised Ordinary Share Plan 2016 |
| c) Price(s) and volume(s) | |

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 21,096 |

GBP - British Pound

d) Aggregated information

| | | |
|---|---|---|
| - | Aggregated volume | Not applicable |
| - | Price | £0.00 |
| e) | Date of the transaction | 2016-11-01; UTC time |
| f) | Place of the transaction | London Stock Exchange, Main Market (XLON) |

## Awards made to David Keltner

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| | | |
|---|---|---|
| 1 | Details of the person discharging managerial responsibilities / person closely associated | |
| a) | Name | David Keltner |
| 2 | Reason for the notification | |
| a) | Position/status | Interim 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 | A financial instrument linked to a Wolseley Ordinary Share |
| | Identification code | ISIN: JE00BFNWV485 |
| b) | Nature of the transaction | The grant of a phantom share award (being a cash award with a value tied to the price of Shares) under the Long Term Incentive Plan for David Keltner |
| c) | Price(s) and volume(s) | |

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| | Price(s) | Volume(s) |
|---|---|---|
| | £0.00 | 9,845 |

GBP - British Pound

d) Aggregated information

- Aggregated volume: Not applicable
- Price: £0.00

e) Date of the transaction: 2016-11-01; UTC time

f) Place of the transaction: London Stock Exchange, Main Market (XLON)

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

a) Name: David Keltner

2 Reason for the notification

a) Position/status: Interim 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 conditional shares under the Wolseley Group Ordinary Share Plan 2011 |
| c) Price(s) and volume(s) | |

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 7,772 |

| | |
|---|---|
| | GBP - British Pound |
| d) Aggregated information | |
| - Aggregated volume | Not applicable |
| - Price | £0.00 |
| e) Date of the transaction | 2016-11-01; UTC time |
| f) Place of the transaction | London Stock Exchange, Main Market (XLON) |

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| | |
|---|---|
| 1 Details of the person discharging managerial responsibilities / person closely associated | |
| a) Name | David Keltner |
| 2 Reason for the notification | |
| a) Position/status | Interim 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 conditional shares under the Wolseley Group Performance Ordinary Share Plan 2016 |
| c) | Price(s) and volume(s) | |

| Price(s) | Volume(s) |
|---|---|
| £0.00 | 19,432 |

GBP - British Pound

| | | |
|---|---|---|
| d) | Aggregated information | |
| - | Aggregated volume | Not applicable |
| - | Price | £0.00 |
| e) | Date of the transaction | 2016-11-01; UTC time |
| f) | Place of the transaction | London Stock Exchange, Main Market (XLON) |

Enquiries:

Graham Middlemiss, Group Company Secretary

(00 41 41 723 2230)

3 November 2016

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

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