NEWS RELEASE

Sale of Rights Issue Rump

4/21/2009

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, JAPAN OR SOUTH AFRICA.

Wolseley plc (the 'Company') today announces that, as at 11.00 a.m. on 21 April 2009, being the latest date of receipt of valid subscriptions, it had received valid acceptances in respect of 191,847,616 New Ordinary Shares, representing approximately 98.3 per cent of the total number of New Ordinary Shares offered to Shareholders, pursuant to the 11 for 5 Rights Issue announced by the Company on 6 March 2009.

Wolseley plc confirms that, in accordance with the arrangements set out in Part IX of the Prospectus dated 9 March 2009, Deutsche Bank AG, London Branch, UBS Limited, and RBS Hoare Govett Limited (for themselves and on behalf of the other Underwriters have procured subscribers for the 3,289,862 remaining New Ordinary Shares, for which valid acceptances were not received, at a price of 1186 pence per share.

The net proceeds from the sale of these New Ordinary Shares, after deduction of the Rights Issue Price of 400 pence per New Ordinary Share and relevant costs (including any applicable brokerage and commissions and amounts in respect of value added tax), will be paid to those Shareholders whose rights have lapsed in accordance with the terms of the Rights Issue, pro rata to their lapsed provisional allotments, save that individual amounts of less than £5.00 per holding will not be so paid but aggregated and donated to charity.

Capitalised terms used, but not defined, in this announcement shall have the same meanings as given to them in the Prospectus relating to the Rights Issue dated 9 March 2009.

Wolseley's capital restructuring announcement can be seen in **our announcement** of 6 March 2009 and full documentation **downloaded**.

Disclaimer

This announcement does not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of or issue, or any solicitation of any offer to sell, otherwise dispose of, issue, purchase, otherwise acquire or subscribe for, any security. This announcement is an advertisement and does not constitute a prospectus or prospectus equivalent document. Nothing in this announcement should be interpreted as a term or condition of the Share Issue. Any decision to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any Provisional Allotment Letter, Nil Paid Rights, Fully Paid Rights, Placing Shares and/or New Shares must be made only on the basis of the information contained in and incorporated by reference into the Prospectus. Copies of the Prospectus are available at Wolseley plc's registered office. The information contained herein is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not contain or constitute an offer for sale or the solicitation of an offer to purchase securities in the United States. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered in the United States absent registration or an exemption from, or in transactions not subject to, the registration requirements of the Securities Act. There will be no public offer of the securities referred to herein in the United States.

Enquiries:

Analysts/Investors:

Derek Harding, Director of Group Strategy and Investor Relations
Tel: +44 (0)118 929 8764
Mob: +44 (0)7740 894578

Media:

Mark Fearon, Director of Corporate Communications

Tel: +44 (0)118 929 8787

Brunswick:

Andrew Fenwick/Kate Miller

Tel: +44 (0)20 7404 5959