
Notice of Annual General Meeting

Wednesday 18 November 2009

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 immediately.

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

Dear Shareholder

2009 Annual General Meeting

I am pleased to enclose the Notice convening this year's Annual General Meeting (the "Meeting") for shareholders of Wolseley plc. The Meeting will be held on Wednesday 18 November 2009 at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ and will commence at 12 noon. Light refreshments will be available afterwards. A location map is provided on the reverse of the accompanying Form of Proxy.

The business to be considered at the Meeting is set out in this Notice of Meeting together with the explanatory notes concerning each of the resolutions.

The Board of Directors

I would like to take this opportunity to make special mention of Resolutions 3 to 9 which relate to the election and re-election of Directors. Biographical details of each of the Directors standing for election and re-election are set out on pages 50 and 51 of the Annual Report and Accounts. Each of the Directors being proposed for re-election at the Meeting has been subject to a formal performance evaluation during the year, details of which are set out in the Corporate Governance report on page 53 of the Annual Report and Accounts.

New Articles of Association

We are also asking shareholders this year to adopt new Articles of Association which incorporate a number of amendments to our existing Articles. The changes are primarily to reflect the remaining provisions of the Companies Act 2006 (the "Act"), the implementation of the Shareholders' Rights Directive (the "Directive") in the UK (through the Companies (Shareholders' Rights) Regulations) and the Uncertificated Securities Regulations 2001. An explanation of the main changes between the proposed and the existing Articles of Association is set out in the Appendix on pages 9 and 10.

Actions to be taken by shareholders

Although we like as many shareholders as possible to attend our Annual General Meetings, I do appreciate that this is not always possible. However, even if you are not able to come to the Meeting in person, your vote is still important and I would encourage you, regardless of the number of shares you own, to complete, sign and return the accompanying Form of Proxy to our Registrars as soon as possible but, in any event, by no later than **12 noon on 16 November 2009**. Alternatively, shareholders may also register their proxy appointment(s) and voting instructions electronically. Please refer to page 6 of this Notice 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(s) will not prevent you from attending and voting at the Meeting if you so wish.

Electronic communications

Each year we send shareholders a substantial amount of documentation, which includes the Notice of Annual General Meeting and its associated documents such as the Annual Report and Accounts. Increasingly, shareholders prefer to receive such communications electronically rather than in paper form which also reduces the impact on the environment and saves costs. Following the recent change in legislation, and the authority granted by shareholders at the Annual General Meeting in 2007, shareholders are this year being given the opportunity to choose whether to continue to receive documents in paper form or to receive them only electronically. Further details are set out in the document entitled "Shareholder Communication Election Form" attached to the Form of Proxy and are also available on the Company's website at www.wolseley.com.

Notice of General Meetings

The Directive was implemented in the UK in August this year and one of the requirements is that all general meetings must be held on 21 clear days' notice unless shareholders agree to a shorter notice period. The Act permits a company to call general meetings (other than annual general meetings) on 14 clear days' notice, provided that a company's articles of association do not contain any provision which would conflict with this and provided that prior shareholder approval has been obtained. We are proposing a resolution at the Meeting (in addition to the resolution to adopt new Articles of Association) so that we can continue to be able to call general meetings (other than Annual General Meetings) on 14 clear days' notice.

Explanatory notes on all the business to be considered at this year's Meeting appear on pages 3 to 5 of this Notice.

Recommendation

Your Board considers all of the proposed resolutions set out in this Notice to be put to the Meeting 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.

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

Yours sincerely



John W Whybrow Chairman

Notice of meeting

Notice is hereby given that the Annual General Meeting (the “Meeting”) of Wolseley plc (the “Company”) will be held at Haberdashers’ Hall, 18 West Smithfield, London EC1A 9HQ on Wednesday 18 November 2009 at 12 noon. You will be asked to consider and, if thought fit, to pass the following resolutions, which will each be proposed as ordinary resolutions except for Resolutions 14, 15, 16 and 17 which 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.

Resolution 1

To receive and adopt the Company’s Annual Report and Accounts and the reports of the Directors and auditors thereon for the year ended 31 July 2009.

Resolution 2

To approve the Directors’ remuneration report for the year ended 31 July 2009.

Resolution 3

To re-elect Mr John Whybrow as a Director of the Company.

Resolution 4

To re-elect Mr Gareth Davis as a Director of the Company.

Resolution 5

To re-elect Mr Frank Roach as a Director of the Company.

Resolution 6

To re-elect Mr Nigel Stein as a Director of the Company.

Resolution 7

To elect Mr Ian Meakins as a Director of the Company.

Resolution 8

To elect Mr Alain Le Goff as a Director of the Company.

Resolution 9

To elect Mr Michael Wareing as a Director of the Company.

Resolution 10

To re-appoint the auditors, PricewaterhouseCoopers LLP, as the Company’s auditors, until the conclusion of the next Annual General Meeting of the Company.

Resolution 11

To authorise the Directors to agree the remuneration of the auditors.

Resolution 12

That the Company and any company which is or becomes its subsidiary during the period to which this resolution relates, be and are hereby authorised in accordance with sections 366 and 367 of the Companies Act 2006 (the “Act”), during the period commencing on the date of this Meeting and ending on the date of the Company’s next Annual General Meeting, to:

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

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

12.3 incur political expenditure

in a total aggregate amount not exceeding £125,000.

For the purposes of this resolution, the terms “political donations”, “political organisations” and “political expenditure” have the meanings given to them in sections 363 to 365 of the Act.

Resolution 13

13.1 That the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to:

- (a) allot shares in the Company and to grant rights to subscribe for or to convert any securities into shares in the Company:
 - (i) up to an aggregate nominal amount of £9,461,312; and
 - (ii) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £18,922,625 (including, within such limit, any shares issued or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue:
 - (A) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (B) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date which is 15 months after the date of this resolution); and

- (b) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights, in pursuance of that offer or agreement as if this authority had not expired;

Notice of meeting

13.2 That, subject to paragraph 13.3, all existing authorities given to the Directors pursuant to section 80 of the Companies Act 1985 be revoked by this resolution; and

13.3 That paragraph 13.2 shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Resolution 14 (special)

That, subject to the passing of Resolution 13 in this Notice and in place of all existing powers, the Directors be generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by Resolution 13 in this Notice as if section 561(1) of the Act did not apply to the allotment. This power:

14.1 expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date which is 15 months after the date of this resolution), but the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

14.2 shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 13.1(a)(ii), by way of a rights issue only):

- (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

14.3 in the case of the authority granted under resolution 13.1(a)(i), shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph 14.2 up to an aggregate nominal amount of £1,419,196; and

14.4 applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 13 in this Notice" were omitted.

Resolution 15 (special)

That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company, provided that:

15.1 the maximum number of ordinary shares hereby authorised to be purchased is 28,300,000;

15.2 the minimum price (exclusive of expenses) which may be paid for each ordinary share is 10 pence;

15.3 the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) 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 (ii) 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 (SETS);

15.4 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); and

15.5 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.

Resolution 16 (special)

That with effect from the end of the Meeting:

16.1 the Articles of Association of the Company be amended by deleting all of the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and

16.2 the Articles of Association produced to the Meeting and initialled by the Chairman of the Meeting for the purposes of identification, be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

Resolution 17 (special)

That general meetings of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Richard Shoykov

Group Company Secretary and General Counsel
16 October 2009

Wolseley plc

Registered No. 29846, England
Parkview 1220
Arlington Business Park
Theale
Reading RG7 4GA

Explanatory notes

Resolutions 1 to 13 (inclusive) 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 14 to 17 (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 Meeting the audited Accounts and the Directors' and auditors' reports for the financial year ended 31 July 2009.

Resolution 2 – Directors' Remuneration Report

UK listed companies are required to put before shareholders in general meeting a resolution to approve the Directors' remuneration report. The remuneration report for the financial year ended 31 July 2009 is set out on pages 62 to 72 of the Annual Report and Accounts and includes the Company's policy on Directors' remuneration, a table containing details of the Directors' emoluments and a line graph that shows total shareholder return ("TSR") from 1 August 2004, together with the TSR for the FTSE 100 index since that date.

Resolutions 3, 4, 5 and 6 – Re-election of Directors

Under the Company's Articles of Association, one third of the Directors are required to retire by rotation each year and, in addition, no Director may serve for more than three years without being re-elected by shareholders. Messrs Whybrow, Davis, Roach and Stein will each retire by rotation this year in accordance with the Articles of Association and the Combined Code on Corporate Governance and are proposed for re-election through separate resolutions numbered 3, 4, 5 and 6.

Mr John Whybrow is standing for re-election as a Director. Mr Whybrow does not have a service contract with the Company but his appointment is terminable on six months' notice. Mr Whybrow, having been on the Board for over nine years, will now stand for re-election at each Annual General Meeting. Mr Gareth Davis is standing for re-election as a Non Executive Director; he has been appointed as the Senior Independent Director. Mr Davis does not have a service contract with the Company but his appointment is terminable on six months' notice. Mr Frank Roach is standing for re-election as an Executive Director. Mr Roach has a service contract with the Company terminable by not less than six months' notice if given by him or 12 months' notice if given by the Company. Mr Nigel Stein is standing for re-election as a Non Executive Director. He does not have a service contract with the Company but his appointment is terminable on six months' notice.

Biographical details of all the Directors standing for re-election appear on pages 50 and 51 of the Annual Report and Accounts. Following a full formal performance evaluation during the year, the Board considers that each of the Directors standing for re-election continues to make an effective and valuable contribution and that they demonstrate commitment to their respective roles. The Board is satisfied that the Chairman and each Non Executive Director offering himself for re-election remains independent in character and judgement and there are no relations or circumstances likely to effect his character or judgement.

Resolutions 7, 8 and 9 – Election of Directors

Under the Company's Articles of Association, any Director appointed by the Board since the date of the last Annual General Meeting may only hold office until the date of the next Annual General Meeting, at which time the Director is required to stand for election by shareholders. Messrs Meakins, Le Goff and Wareing will each stand for election following their respective appointments during the year through separate resolutions numbered respectively 7, 8 and 9.

Biographical details of each of the Directors standing for election appear on pages 50 and 51 of the Annual Report and Accounts. Having undergone a process of careful review and selection prior to their respective appointments, the Board considers that each of the Directors standing for election will make an effective contribution to both the Board and the Company. In reviewing the recommendations of the Nominations Committee concerning these elections, the Board concluded that Messrs Le Goff and Wareing are independent in character and judgement, make effective and valuable contributions to the Board and demonstrate commitment to their respective roles. Mr Ian Meakins is standing for election as an Executive Director following his appointment as Group Chief Executive on 13 July 2009. Mr Meakins has a service contract with the Company terminable by not less than six months' notice if given by him or 12 months' notice if given by the Company. Mr Alain Le Goff is standing for election as a Non Executive Director following his appointment on 1 September 2009. Mr Le Goff does not have a service contract with the Company however his appointment is terminable on six months' notice. Mr Michael Wareing is standing for election as a Non Executive Director following his appointment on 1 October 2009. Mr Wareing does not have a service contract with the Company however his appointment is terminable on six months' notice.

Resolutions 10 and 11 – Re-appointment and remuneration of Auditors

The Company is required to appoint auditors at each general meeting at which Accounts are presented to shareholders. Resolution 10 proposes the re-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 11 proposes to give such authority to the Directors.

Explanatory notes continued

Resolution 12 – Political donations

This resolution enables the Directors to incur expenditure of up to £125,000 in aggregate in respect of the heads identified in the relevant provisions of the Companies Act 2006 (including any such expenditure by a subsidiary company) without unintentionally breaching these provisions which define political organisations and political donations in a broad manner. Without the authorisation contained in this resolution, some of the Company's activities may fall within the political donations provisions and the Company's ability to communicate its views effectively to political audiences and to relevant interest groups could be inhibited. 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.

Resolution 13 – Authority to allot shares

The authority conferred on the Directors at last year's Annual General Meeting to allot the authorised but unissued share capital of the Company expires on the date of the Meeting.

On 31 December 2008, the Association of British Insurers (the "ABI") revised its guidelines on directors' authority to allot shares. The ABI's guidelines previously stated that directors' general authority to allot shares should be limited to an amount equal to one-third of the Company's issued share capital (excluding treasury shares), together with the number of shares required to be allotted in respect of share options. The ABI's new guidelines state that ABI members will continue to permit, and treat as routine, a request for authorisation to allot new shares in an amount of up to one-third of the existing issued share capital of the Company together with the number of shares required to be allotted in respect of options. The new guidelines also state that the ABI will now regard as routine requests to authorise the allotment of a further one-third of the Company's issued share capital provided that such additional allotment is only applied to fully pre-emptive rights issues and that the authorisation is valid for one year only. The Board has resolved that the Company should follow the revised guidelines in order to comply with what the ABI now regards as routine.

Accordingly, the Board considers it appropriate that the Directors be granted authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £18,922,625 representing approximately two-thirds of the Company's issued ordinary share capital as at 16 October 2009, of which 94,613,125 shares (representing approximately one-third of the Company's issued ordinary share capital) can only be allotted pursuant to a fully pre-emptive rights issue. Resolution 13 will, if passed, authorise the Directors to make such allotments. This authority will 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. As at 16 October 2009, being the latest practicable date before the publication of this Notice, the Company held no shares in treasury.

Resolution 14 – Disapplication of pre-emption rights (special)

This resolution will empower the Directors to allot equity securities (as defined in the Act) in the capital of the Company, pursuant to the authority granted under Resolution 13 above, for cash, and to sell/transfer shares out of treasury for cash, without application of the pre-emption rights contained in section 561(1) of the Act.

Other than in connection with a rights, scrip dividend or other similar issue, the authority contained in this resolution will be limited to an aggregate nominal value of £1,419,196 which represents approximately 5% of the issued ordinary share capital of the Company as at 16 October 2009 (the latest practicable date prior to the publication of this Notice). 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.

Resolution 15 – Authority to purchase shares (special)

This resolution renews the authority granted at last year's Annual General Meeting, which expires on the date of the Meeting. In certain circumstances, it may be advantageous for the Company to purchase its own ordinary shares and this resolution seeks authority from shareholders to empower the Directors to make limited on-market purchases. The resolution is limited to a maximum number of shares that may be acquired (representing less than 10 per cent of the Company's issued ordinary share capital at 16 October 2009) and details the minimum and maximum prices that can be paid (exclusive of expenses). The authority conferred by this resolution will expire at the conclusion of the Company's next Annual General Meeting or 18 months from the date of the passing of this resolution (whichever is the earlier).

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares. 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 will only purchase such shares after taking into account the effects on earnings per share and the benefit for shareholders.

Chapter 6 of Part 18 of the Companies Act 2006 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 be attached to them. The Company currently holds no shares in treasury but the Directors intend that any shares which are repurchased will be held in treasury.

As at 16 October 2009 there were options over 13,777,636 ordinary shares in the capital of the Company which represent 4.85% of the Company's issued ordinary share capital at that date. If the authority to purchase the Company's ordinary shares were to be exercised in full, these options would represent 5.39% of the Company's issued ordinary share capital.

Resolution 16 – Adoption of New Articles of Association (special)

It is proposed in Resolution 16 that:

- (i) the Company removes from its Articles of Association the objects clause (which sets out the scope of the Company's permitted operations) and all other provisions (except for the limited liability clause) which were contained in the Company's Memorandum of Association and which, as from 1 October 2009, are deemed to be contained in the Company's Articles of Association; and
- (ii) the Company adopt new Articles of Association ("New Articles") in order to update the Company's current Articles of Association ("Current Articles"), primarily to reflect the implementation of final provisions of the Act, which came fully into force on 1 October 2009, the changes required as a result of the coming into force of the Companies (Shareholders' Rights) Regulations 2009 on 3 August 2009 (the "Shareholders' Rights Regulations") and the Uncertificated Securities Regulations 2001. In addition, since the adoption of the Current Articles on 10 December 1999, the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (the "Regulations") came into force on 1 December 2003 and it is proposed that the New Articles reflect the provisions of the Regulations which allow shares repurchased by the Company to be held as treasury shares, should it wish to do so.

It is proposed that the New Articles will take effect immediately following the conclusion of the Meeting.

We have summarised in the Appendix to this Notice the material differences between the Current Articles and the New Articles. Other changes, which are of a technical or clarifying nature and also some more minor changes which reflect changes made by the Act, the Shareholders' Rights Regulations or the Uncertificated Securities Regulations 2001, or which conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills have not been mentioned specifically in the Appendix. The New Articles are available for inspection as noted on page 7 of this Notice.

Resolution 17 – Notice of general meetings, other than the Annual General Meeting (special)

Under the Act, and pursuant to the New Articles proposed to be adopted under Resolution 16, general meetings, other than Annual General Meetings, may be called on 14 clear days' notice. However, the Shareholders' Rights Regulations increased the notice period for all general meetings to 21 clear days' notice. Companies do have the ability to reduce this notice period to 14 clear days' notice (other than for annual general meetings) provided that they offer facilities for all shareholders to vote and appoint proxies by electronic means and that, annually, shareholders be given the opportunity to approve the reduction in the minimum notice period from 21 clear days to 14 clear days.

The Board is therefore proposing this resolution to seek such shareholder approval for 14 clear days' to be the minimum period of notice for all general meetings of the Company, other than Annual General Meetings. The approval will expire at the conclusion of the Company's next Annual General Meeting when it is intended that renewal of this authority will be sought.

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.

Explanatory notes continued

Notes

1. Entitlement to attend and vote

To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), only those shareholders registered in the register of members of the Company as at 6pm on 16 November 2009 (or, if the Meeting is adjourned, 6pm on the day two days' prior to the day fixed for the adjourned Meeting) shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at that time. Subsequent changes to the entries on the register shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

2. Appointment of proxies

2.1 Shareholders entitled to attend and vote at the Meeting convened by this Notice are entitled to appoint a proxy or proxies to attend, speak and vote in their place. A shareholder may appoint more than one proxy in relation to the Meeting 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 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 Meeting 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 at Aspect House, Spencer Road, Lancing, West Sussex BN99 6RD or received via the Sharevote service or lodged via the CREST proxy service (in each case) not later than 12 noon on 16 November 2009, 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 Meeting 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 Registrars, 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 www.sharevote.co.uk website, 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 I.D. and Account Number set out on the enclosed 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.

This electronic address (and any other electronic address provided in this Notice) is provided solely for the purpose of enabling shareholders to register their appointment of a proxy or proxies for the Meeting or to submit their voting directions electronically. 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.

4. Electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies 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 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 12 noon on 16 November 2009. No such message received through the CREST network after this time will be accepted.

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 Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

5. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.

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 section 146 of the Act 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 Meeting. 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 16 October 2009, being the last practicable date prior to the printing of this Notice, the Company's issued share capital consisted of 283,839,376 ordinary shares; with each ordinary share carrying one vote. The Company holds no shares in treasury and therefore the total number of voting rights in the Company as at 16 October 2009 is 283,839,376.

8. Inspection of documents

The following documents will be available for inspection during normal business hours at the registered address of the Company until 17 November 2009 and at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ from 11:15am on 18 November 2009:

- copies of the Executive Directors' service contracts;
- copies of letters of appointment of the Non Executive Directors;
- letters of indemnity for each of the Directors; and
- a copy of the New Articles and a copy of the Current Articles.

In addition, the New Articles and the Current Articles will be available until 17 November 2009 for inspection during normal business hours at the offices of Freshfields, Bruckhaus Deringer, 65 Fleet Street, London EC4Y 1HS.

9. Shareholder requests under section 527 of the Act

Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's Accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous Annual General Meeting at which the annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to cover any costs incurred in complying with sections 527 or 528 of the Act and is required to forward any statement placed on a website to the Company's auditors not later than the time when it makes the statement on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

10. Website

A copy of this Notice, and other information required by section 311A of the Act, can be found at www.wolseley.com

AGM information

Time of the meeting

The doors of Haberdashers' Hall will be open at 11:15am and the Meeting will start promptly at 12 noon. If you are planning to attend the Meeting, Haberdashers' Hall is located in the City of London and a map is printed on the reverse of the Form of Proxy, which accompanies the Notice of Meeting.

Attending the meeting

If you are coming to the Meeting, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the Meeting and will speed your admission. You may also find it useful to bring this Notice and the 2009 Annual Report and Accounts in order that you may refer to them at the Meeting.

All joint shareholders may attend and speak at the Meeting. However, only the first shareholder listed on the Register of Members is entitled to vote.

Questions

All shareholders and their proxies will have the opportunity to ask questions at the Meeting. When invited by the Chairman, if you wish to ask a question, please wait for a Company representative to bring you a microphone. It would be helpful if you could state your name before you ask your question. Questions may not be answered at the Meeting if they are deemed not to be in the interests of the Company, would involve the disclosure of confidential information, or would not be to the good order of the Meeting. The Chairman may also nominate a Company representative to answer a specific question after the Meeting or refer the response to the Company's website.

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 Meeting. 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 this Notice and in the accompanying Form of Proxy.

Venue arrangements

For security reasons, all hand baggage may be subject to examination. Please note that laptop computers, tape recorders, cameras and similar such equipment may not be brought into the Meeting. Briefcases, umbrellas and other bulky items should be deposited in the cloakroom, situated on the ground floor of Haberdashers' Hall.

Smoking is not permitted inside Haberdashers' Hall. Please ensure that mobile telephones and pagers are switched off throughout the Meeting.

Tea and coffee will be available in the reception area before the Meeting. Light refreshments will be served after the Meeting.

The following facilities will be available at Haberdashers' Hall:

- sound amplification/hearing loop;
- wheelchair access.

Anyone accompanying a shareholder in need of assistance will be admitted to the Meeting. If any shareholder with a disability has any question regarding attendance at the meeting, please contact the Group Company Secretariat at 1220 Parkview, Arlington Business Park, Theale, Reading RG7 4GA or on 0118 929 8700 prior to the date of the Meeting.

If you would like to receive this Notice and/or a copy of the 2009 Annual Report and Accounts in an appropriate alternative format, such as Braille or an audio version on CD, please contact the Group Company Secretariat on 0118 929 8700.

Enquiries

Equiniti Registrars maintain the Company's share register. They also provide a telephone helpline service. 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 (0049)
Aspect House
Spencer Road
Lancing
West Sussex BN99 6DA

* Calls to this number are charged at 8 pence per minute from a BT landline. Other telephony providers' costs may vary.

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

by telephone to the Shareholder helpline

(within the US) – 1-800-BNY-ADRS (toll-free)

(from outside the US) – +1 212 495 1784

or in writing to: – The Bank of New York Mellon

Investor Relations
PO Box 11258 Church Street Station
New York, NY 10286 – 1258

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 Registrars) 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

Explanatory notes of principal changes to the Company's Articles of Association

The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's Memorandum and Articles of Association. The Company's Memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 (the "Act") significantly reduces the constitutional significance of a company's Memorandum of Association. The Act provides that a Memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act, the objects clause and all other provisions that are currently contained in a company's memorandum are deemed to be contained in a company's articles of association, but a company can remove these provisions from the articles of association by special resolution.

Furthermore, the Act states that, unless a company's Articles of Association provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause, together with all other provisions of its Memorandum which, by virtue of the Act, are treated as forming part of the Company's Articles of Association as from 1 October 2009.

Resolution 16(i) confirms the removal of these provisions for the Company. Among other things, the effect of resolution 16(i) will be to remove the Company's objects clause so that, if passed, the Company would be operating under unrestricted objects. On the basis that the existing objects clause of the Company is very broad in its scope of permitted operations, having unrestricted objects will not result in a significant broadening of the permitted operations of the Company from the current position.

As the effect of this resolution will be to remove the statement currently in the Company's Memorandum of Association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the shareholders.

Variation of class rights

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Act. The relevant provisions have therefore been amended in the New Articles.

Authorised share capital and unissued shares

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act, save in respect of employee share schemes.

Redeemable shares

Under the Companies Act 1985 ("1985 Act"), if a company wished to issue redeemable shares, it was required to include in its articles the terms and manner of redemption. The Act enables directors to determine such matters instead, provided they are so authorised in the articles. The New Articles contain such an authorisation. The Company currently has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the 1985 Act, a company required specific enabling provisions in its articles to purchase its own shares (including, to hold any such shares as treasury shares), to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves, as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Act, a company only requires shareholder authority to do any of these things and it is no longer necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.

Provision for employees on cessation of business

The Act provides that the directors' powers to make provision for a person employed or formerly employed by a company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary may only be exercised by the directors if they are so authorised by the company's articles or by the company in general meeting. The New Articles provide that the Directors may exercise this power.

Use of seals

Under the 1985 Act, a company required authority in its articles to have an official seal for use abroad. Under the Act, such authority is no longer required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a Director and the Secretary or two Directors or such other person or persons as the Directors may approve.

Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of share transfers. Under the Act, share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

Vacation of office by directors

The Current Articles specify the circumstances in which a Director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills ("BIS"), as well as to clarify and simplify the provisions with respect to bankruptcy of a director and compositions made with a director's creditors.

Age of directors on appointment

The Current Articles contain a provision requiring a Director's age to be disclosed if he or she has attained the age of 70 years or more in the notice convening a meeting at which the Director is proposed to be elected or re-elected. Such provision could now fall foul of the Employment Equality (Age) Regulations 2006 and so has been removed from the New Articles.

Directors' indemnities and loans to fund expenditure

The Act has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies. The New Articles reflect the wider provisions of the Act.

Voting by proxies on a show of hands

The Companies (Shareholders' Rights) Regulations 2009 ("the Shareholders' Rights Regulations") have amended the Act so that it now provides that each proxy appointed by a shareholder has one vote on a show of hands, unless the proxy is appointed by more than one shareholder, in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more shareholders to vote for the resolution and by one or more shareholders to vote against the resolution. The New Articles reflect these changes.

Voting by corporate representatives

The Shareholders' Rights Regulations have amended the Act in order to enable multiple representatives appointed by the same corporate shareholder to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

Electronic conduct of meetings

Amendments made to the Act by the Shareholders' Rights Regulations specifically provide for the holding and conducting of electronic meetings. The Current Articles have been amended to reflect more closely the relevant provisions.

Chairman's casting vote

The New Articles remove the provision giving the Chairman a casting vote in the event of an equality of votes, as this is no longer permitted under the Act.

Notice of general meetings

The Shareholders' Rights Regulations amended the Act to require a company to give 21 clear days' notice of general meetings, unless the company offers shareholders an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual General Meetings must still be held on 21 clear days' notice. The New Articles amend the Current Articles so as to be consistent with the Shareholders' Rights Regulations.

Adjournments for lack of quorum

Under the Act, as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The New Articles reflect this requirement.

Voting record date

Under the Act, as amended by the Shareholders' Rights Regulations, the Company must determine the right of shareholders to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The New Articles reflect this requirement.

Proxies to vote in accordance with instructions

Under the Act, as amended by the Shareholders' Rights Regulations, proxies are required to vote in accordance with instructions given by the shareholder by whom the proxy is appointed. The New Articles state that the Company is not required to confirm that a proxy has followed instructions and they also state that a failure to vote as instructed does not invalidate the proceedings on the resolution.

Votes on a poll

The Current Articles provide that a poll may not be demanded on either a vote to elect a chairman for the general meeting or on a question about adjourning a general meeting. The New Articles permit such polls, provided that they are taken immediately.

Form of resolution

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision has been amended in the New Articles as the concept of extraordinary resolution has not been retained under the Act.

Provisions relating to the written resolution procedure for members have been removed from the New Articles as the Act abolishes the written resolution procedure for members of public companies.

Provisions relating to treasury shares

The New Articles have been amended to bring them into line with the Regulations to allow shares repurchased by the Company to be held as treasury shares. These amendments will allow the Company to take advantage of the Regulations under which treasury shares may be cancelled, sold for cash or used for the purpose of employee share schemes. No dividends will be paid on shares held as treasury shares and no voting rights will attach to them.

General

The New Articles reflect the implementation of final provisions of the Act (which came fully into force on 1 October 2009), and the changes required as a result of the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Uncertificated Securities Regulations 2001, and the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003, as well as changes in the Financial Reporting Council's Combined Code on Corporate Governance. Generally, the opportunity has also been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by BIS.