

20 June 2017

Interim Management Statement for the 3 months to 30 April 2017

| £ million | Q3 2017 | Q3 2016 ⁽²⁾ | Change | Change (at constant exchange rates) | Like-for-like change ⁽³⁾ |
|-------------------------------|---------|------------------------|--------|--|--|
| Revenue | 4,270 | 3,658 | +16.7% | +4.6% | +6.6% |
| Trading profit ⁽¹⁾ | 254 | 232 | +9.5% | | |
| Trading days | 63 | 65 | (2) | | |
| Net debt | 1,132 | 1,131 | | | |

Third quarter highlights

- Like-for-like revenue growth of 6.6%. Exchange rate movements increased revenue by £423 million.
- Gross margin of 28.5% was 0.1% ahead of last year.
- Trading profit of £254 million. Exchange rate movements increased trading profit by £29 million and two fewer trading days reduced trading profit by £17 million.
- Net debt at 30 April 2017 of £1,132 million, in line with last year.
- Three acquisitions completed in the quarter for total consideration of £21 million.
- Completed merger of Tobler with Walter Meier on 6 April 2017.
- Sold Endries, a small US fasteners business, for net proceeds of £186 million on 1 June 2017.
- Change of Group name to Ferguson plc approved by shareholders and will take effect on 31 July 2017.

Commenting on the results, John Martin, Chief Executive, said:

“Revenue growth in the quarter was good with US residential and commercial markets growing well and industrial markets improving. The Nordics returned to growth and the UK was broadly flat.

“Since the end of the period revenue growth has been broadly in line with the third quarter, gross margins and cost control have been good. The Group expects trading profit for the full year to be in line with current analyst consensus expectations.”

Group results

During the quarter the Group generated revenue of £4,270 million, 4.6% ahead of last year at constant exchange rates and 6.6% ahead on a like-for-like basis. Trading profit of £254 million included a £29 million favourable impact from exchange rate movements. There were two fewer trading days in the period which reduced trading profit by £17 million and there will be one more day in the fourth quarter compared to the same quarter last year. In the third quarter a £30 million exceptional charge was incurred as a result of restructuring in the UK and Nordic regions.

1) Before exceptional items and the amortisation and impairment of acquired intangibles.

2) Trading profit for the three months to 30 April 2016 has been restated to exclude £2 million of restructuring costs classified as exceptional.

3) The increase or decrease in revenue excluding the effect of currency exchange, acquisitions and disposals, trading days and branch openings and closures.

Three months to 30 April by region

| £ million | Revenue Q3 2016 | Currency exchange impact | Trading days impact | Growth / (Decline) | Revenue Q3 2017 |
|---------------------------|--------------------|--------------------------------|---------------------------|-----------------------|--------------------|
| USA | 2,414 | 352 | (84) | 321 | 3,003 |
| UK | 529 | - | (16) | (7) | 506 |
| Nordics | 457 | 40 | (17) | 4 | 484 |
| Canada and Central Europe | 258 | 31 | (9) | (3) | 277 |
| Group | 3,658 | 423 | (126) | 315 | 4,270 |

| £ million | Trading profit Q3 2016 | Currency exchange impact | Trading days impact | Growth / (Decline) | Trading profit Q3 2017 |
|---------------------------|------------------------------|--------------------------------|---------------------------|-----------------------|------------------------------|
| USA | 204 | 29 | (12) | 6 | 227 |
| UK | 26 | - | (3) | - | 23 |
| Nordics | 7 | - | (1) | (1) | 5 |
| Canada and Central Europe | 7 | - | (1) | 3 | 9 |
| Central costs | (12) | - | - | 2 | (10) |
| Group | 232 | 29 | (17) | 10 | 254 |

Quarterly like-for-like revenue growth trends were as follows:

| | Q3 2016 | Q4 2016 | Q1 2017 | Q2 2017 | Q3 2017 |
|---------------------------|------------|------------|------------|------------|---------------|
| USA | +5.0% | +3.1% | +4.2% | +6.7% | +8.5% |
| UK | (0.4%) | (2.1%) | (2.9%) | +3.6% | (0.4%) |
| Nordics | (2.6%) | (2.3%) | (2.9%) | (1.5%) | +4.3% |
| Canada and Central Europe | - | +0.3% | (2.7%) | +0.3% | +5.1% |
| Group | +2.8% | +1.5% | +1.8% | +4.8% | +6.6% |

USA

Ferguson, our US plumbing and heating business, grew revenue by 8.5% on a like-for-like basis. There was no significant impact from price inflation in the period. Acquisitions contributed another 2.8% of revenue growth. All businesses generated like-for-like revenue growth in the quarter with good growth across residential and commercial markets and industrial markets improving. Gross margins were broadly consistent with last year and operating costs were 12.3% higher at constant exchange rates, including 3.6% from acquisitions. Trading profit of £227 million was £23 million ahead of last year including a £29 million favourable impact from exchange rate movements and a £12 million negative impact from two fewer trading days. Three acquisitions were completed in the quarter, with total annualised revenue of £39 million. During the quarter we sold Endries, a small fasteners business, for £186 million.

UK

Like-for-like revenue in the UK was 0.4% lower than last year including inflation of 3%. Repairs, maintenance and improvement markets remained weak. Gross margins were slightly ahead of last year and trading profit of £23 million was £3 million behind last year due to two fewer trading days. We continued to make good progress with the transformation strategy announced in September 2016.

Nordics

Like-for-like revenue in the Nordics was 4.3% ahead of last year. Gross margins were weaker and operating costs were in line. Trading profit of £5 million was £2 million behind last year including a £1 million negative impact from fewer trading days.

Canada and Central Europe

Like-for-like revenue in Canada and Central Europe was 5.1% ahead of last year. Gross margins were in line and operating costs were 7.9% lower at constant exchange rates. Trading profit of £9 million was £2 million ahead of last year including a £1 million impact from fewer trading days. As previously announced the merger of Tobler with Walter Meier in Switzerland was completed on 6 April 2017 and Wolseley now owns 39.2% of the combined business.

Nine months trading performance

| £ million | Revenue 2017 | Revenue 2016 | Change (at constant exchange rates) ⁽¹⁾ | Trading profit 2017 | Trading profit 2016 ⁽²⁾ | Change (at constant exchange rates) ⁽¹⁾ |
|----------------------------------|-----------------|-----------------|---|---------------------------|--|---|
| 9 months to 30 April 2017 | | | | | | |
| USA | 8,763 | 6,795 | +9.4% | 678 | 549 | +4.8% |
| UK | 1,517 | 1,525 | (0.5%) | 58 | 63 | (7.9%) |
| Nordics | 1,520 | 1,342 | (1.4%) | 21 | 30 | (40.4%) |
| Canada and Central Europe (CCE) | 931 | 791 | (0.2%) | 43 | 37 | (3.0%) |
| Central costs | | | | (31) | (34) | |
| Group | 12,731 | 10,453 | +6.0% | 769 | 645 | +2.1% |

1) Trading days were consistent in 2016 and 2017.

2) Trading profit for the nine months to 30 April 2016 has been restated to exclude £5 million of restructuring costs classified as exceptional.

These results above include the following businesses being sold or merged that will not be included in the ongoing results at 31 July 2017:

| £ million | Revenue 2017 | Revenue 2016 | Trading profit 2017 | Trading profit 2016 |
|---------------------------------------|-----------------|-----------------|---------------------------|---------------------------|
| 9 months to 30 April 2017 | | | | |
| Nordics (being sold) | 1,520 | 1,342 | 21 | 30 |
| USA - Endries (sold on 1 June 2017) | 151 | 122 | 14 | 9 |
| CCE - Tobler (merged on 6 April 2017) | 175 | 174 | 11 | 12 |

Financial position

Net debt at 30 April 2017 was in line with our expectations at £1,132 million (30 April 2016: £1,131 million). The interim dividend of £92 million was paid to shareholders on 28 April 2017. Total acquisition consideration in the quarter was £21 million and £94 million was received on the merger of Tobler with Walter Meier. Since the period end we have received net proceeds of £186 million relating to the disposal of Endries, our small US fasteners business. There have been no other significant changes in the financial position of the Group.

Group name change

On 23 May 2017 shareholders approved a resolution to change the name of the Group to Ferguson plc which will become effective on 31 July 2017. The Group will continue to maintain the Wolseley trading name in the UK and Canada where it has strong local recognition. As previously announced, we will also change the presentational currency of the Group to US dollars from 1 August 2017.

Board changes

As previously announced Mike Powell joined the Group as Chief Financial Officer on 1 June 2017. Mike joined from BBA Aviation plc where he served as the Group Finance Director.

As announced on 8 June 2017 Nadia Shouraboura has been appointed to the Board as a Non-Executive Director effective from 1 July 2017. Nadia, a US Citizen, was formally a Vice President at Amazon.com, Inc. After eight years at Amazon, she founded Hointer Inc., a Seattle based consultancy that helps retailers create innovative in-store experiences. She is also a Non-Executive Director of Cimpress NV, which provides physical and digital marketing products for small businesses.

Outlook

Since the end of the period revenue growth has been broadly in line with the third quarter, gross margins and cost control have been good. The Group expects trading profit for the full year to be in line with current analyst consensus expectations.

For further information please contact

Wolseley plc

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Investor conference call

A conference call with John Martin, Chief Executive will commence at 08.00 UK time today. The call will be recorded and available on our website after the event www.wolseley.com.

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|----------------|--------------|---------------------|
| Dial in number | UK: | +44 (0)330 336 9105 |
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Ask for the Wolseley call quoting 6464604.

Wolseley plc is the world's largest specialist trade distributor of plumbing and heating products to professional contractors principally operating in North America and the UK. Revenue for the year ended 31 July 2016 was £14,430 million and trading profit was £917 million. Wolseley has about 39,000 employees, is listed on the London Stock Exchange (LSE: WOS) and is in the FTSE 100 index of listed companies. On 23 May 2017 shareholders approved a resolution to change the name of the Group to Ferguson plc which will become effective on 31 July 2017. For more information, please visit www.wolseley.com or follow us on Twitter <https://twitter.com/wolseleyplc>.

Financial Calendar

| | |
|--|------------------|
| Name change to Ferguson plc | 31 July 2017 |
| Full Year Results | 3 October 2017 |
| Annual general meeting | 28 November 2017 |
| Q1 IMS for the period ending 31 October 2017 | 5 December 2017 |

Certain information included in this announcement is forward-looking and involves risks, assumptions and uncertainties that could cause actual results to differ materially from those expressed or implied by forward-looking statements. Forward-looking statements cover all matters which are not historical facts and include, without limitation, projections relating to results of operations and financial conditions and the Company's plans and objectives for future operations, including, without limitation, discussions of expected future revenues, financing plans, expected expenditures and divestments, risks associated with changes in economic conditions, the strength of the plumbing and heating and building materials market in North America and Europe, fluctuations in product prices and changes in exchange and interest rates. Forward-looking statements can be identified by the use of forward-looking terminology, including terms such as "believes", "estimates", "anticipates", "expects", "forecasts", "intends", "plans", "projects", "goal", "target", "aim", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology. Forward-looking statements are not guarantees of future performance. All forward-looking statements in this announcement are based upon information known to the Company on the date of this announcement. Accordingly, no assurance can be given that any particular expectation will be met and readers are cautioned not to place undue reliance on forward-looking statements, which speak only at their respective dates. Additionally, forward-looking statements regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Other than in accordance with its legal or regulatory obligations (including under the UK Listing Rules, the Prospectus Rules, the Disclosure Rules and the Transparency Rules of the Financial Conduct Authority), the Company undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise. Nothing in this announcement shall exclude any liability under applicable laws that cannot be excluded in accordance with such laws.

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