

WOLSELEY









Welcome and Highlights

Ian Meakins, Chief Executive



Performance Highlights

- Like-for-like growth and market share gains
- Pricing remains fierce pressure on gross margins
- Disappointing performance in France and Nordics
- Share gains in North America and UK
- Cost reduction initiatives executed and more planned
- Strategic options in France being evaluated
- Group synergies
 - Business model development
 - Productivity / operating leverage
- Ongoing trading profit +10% EPS +18%
- £350m capital return efficient and sustainable balance sheet



Business Environment

- North America remains reasonable
- European markets declining
 - Consumer confidence worsening
 - Unemployment increasing
 - Housing starts / transactions / prices depressed
 - Industrial and commercial activity slowing again
- Very challenging pricing environment
- Markets tough but Wolseley well positioned





Operating and Financial Review

John Martin, Chief Financial Officer



Financial Highlights

	2012	2011	Change	Like-for-Like Change
Ongoing revenue	£12,716m	£12,061m	+5.4%	+3.8%
Ongoing gross margin %	27.5%	27.7%	(0.2%)	
Ongoing trading profit*	£658m	£596m	+10.4%	
Ongoing trading margin %	5.2%	4.9%	+0.3%	
Goodwill impairment	(£353m)	(£39m)		
Net cash / (debt)	£45m	(£523m)		
Headline EPS*	168p	143p	+17.8%	
Dividend per share	60p	45p	+33%	

- Extra trading day in 2012 was worth c. £6 million of trading profit; one less day in 2013
- FX gain in 2012 was nil; at current rates £16m lower trading profit in 2013



^{*} Before exceptional items and the amortisation and impairment of acquired intangibles

Like-for-like growth

	Q4	Q1	Q2	Q3	Q4
	last year	this year	this year	this year	this year
USA	+7.4%	+10.2%	+7.4%	+9.4%	+6.7%
Canada	(2.2%)	+1.7%	+4.9%	+7.9%	+4.5%
UK	(2.9%)	(3.3%)	(2.4%)	(0.4%)	+3.5%
Nordic	+1.6%	+2.3%	+6.6%	(1.7%)	(2.9%)
France	+1.7%	+2.5%	+4.4%	(6.1%)	(5.6%)
Central Europe	+0.6%	+0.5%	+2.2%	(0.1%)	+0.7%
Ongoing businesses	+3.2%	+4.8%	+5.0%	+3.8%	+2.9%



USA



£m	2012	2011	Change	Like-for-like Change
Revenue	6,168	5,500	+12.1%	+8.4%
Trading profit	389	314	+23.9%	
Trading margin	6.3%	5.7%		
Branches	1,274	1,261		
Headcount	18,245	17,481		



Canada



£m	2012	2011	Change	Like-for-like Change
Revenue	850	811	+4.8%	+4.5%
Trading profit	49	39	+25.6%	
Trading margin	5.8%	4.8%		
Branches	220	221		
Headcount	2,607	2,693		



UK ongoing*

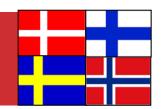


£m	2012	2011	Change	Like-for-like Change
Revenue	1,670	1,655	+1.0%	(0.8%)
Trading profit	92	89	+3.4%	
Trading margin	5.5%	5.3%		
Branches	919	933		
Headcount	5,913	6,234		



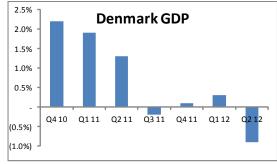
^{*} Excludes Build Center, Encon and Bathstore

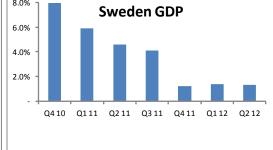
Nordic ongoing*

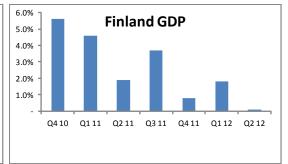


£m	2012	2011	Change	Like-for-like Change
Revenue	2,062	2,060	+0.1%	+1.1%
Trading profit	96	113	(15.0%)	
Trading margin	4.6%	5.5%		
Branches	264	255		
Headcount	6,340	6,375		

^{*} Excludes Woodcote





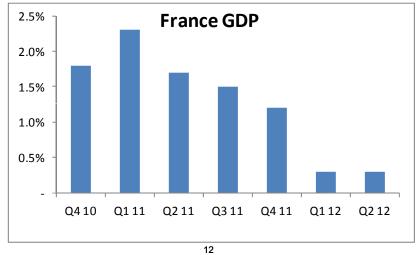




France ongoing*

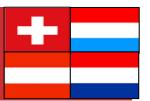
£m	2012	2011	Change	Like-for-like Change
Revenue	1,252	1,317	(4.9%)	(1.4%)
Trading profit	30	46	(34.8%)	
Trading margin	2.4%	3.5%		
Branches	313	322		
Headcount	5,293	5,421		

^{*} Excludes Brossette



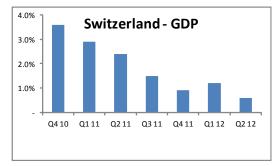


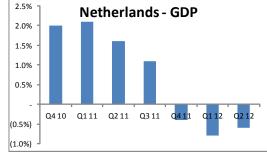
Central Europe ongoing*

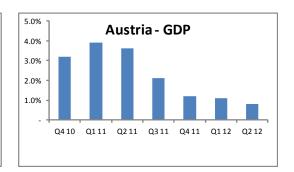


£m	2012	2011	Growth	Like-for-like Change
Revenue	714	718	(0.6)%	+0.8%
Trading profit	30	31	(1.8%)	
Trading margin	4.2%	4.3%		
Branches	142	144		
Headcount	2,023	1,965		

^{*} Excludes Italy









Central and Other Costs

£m	2012	2011
Group costs	32	31
Other	(4)	5
	28	36

Group costs are not recharged to the regions

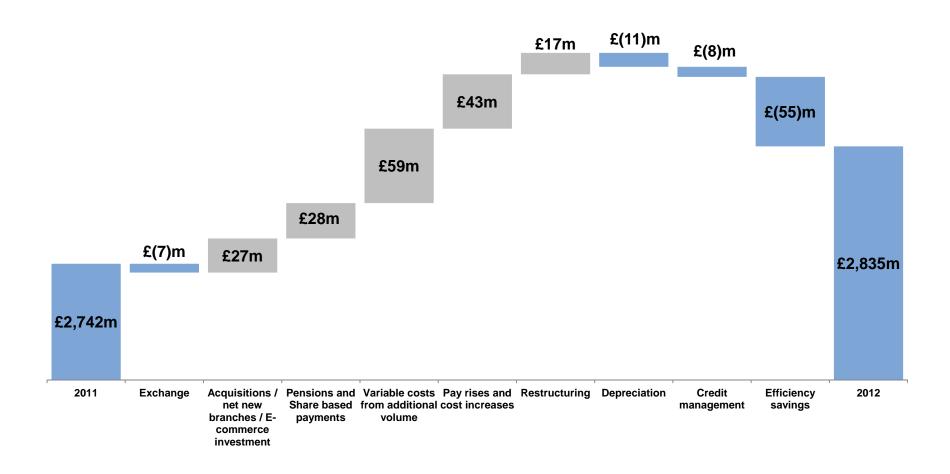


Continental Europe Restructuring

- Need to adjust for challenging market conditions
- Sharp focus on cost control and reduction in place
- Review and challenge:
 - Headcount levels
 - Branch network
 - Logistics, support and other infrastructure
- Restructuring charges expected to be at least £25m in 2012/13

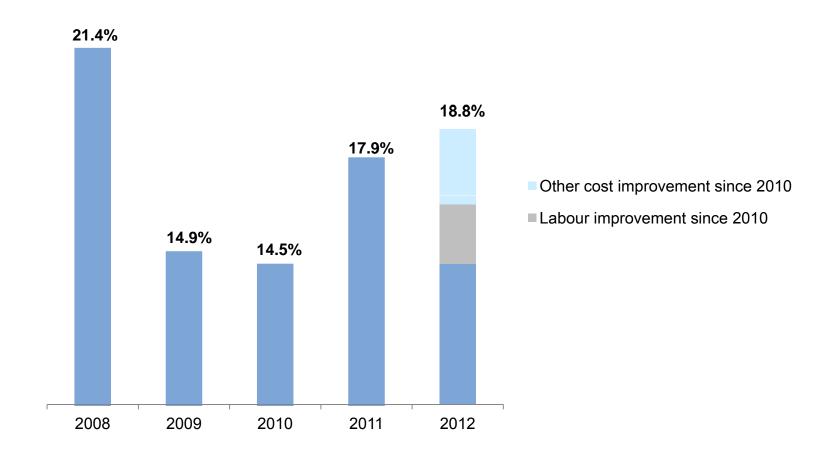


Operating Expenses of the Ongoing Business





Trading Profit / Gross Profit in the Ongoing Business





Income Statement

£m	2012	2011
Trading profit	665	622
Losses on disposal	(24)	(51)
Amortisation	(60)	(75)
Impairment	(353)	(39)
Financing charges	(30)	(66)
Profit before tax	198	391
Tax	(138)	(110)
Discontinued operations	(3)	(10)
Profit for the year	57	271



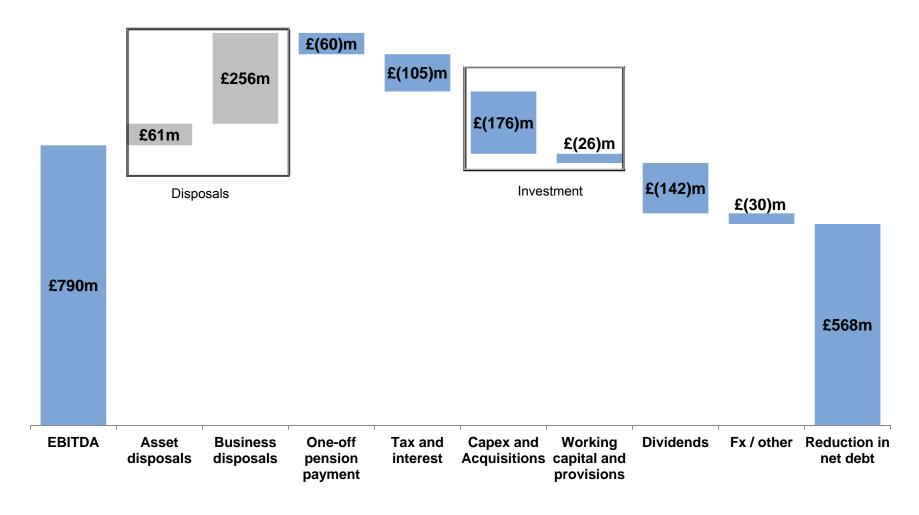
Financing and Tax

£m	2012	2011
Financing		
Net interest charges	17	42
Pensions and provisions	9	18
Facility charges	4	6
	30	66
Тах		
P&L charge	138	110
Exceptionals, intangibles and other adjustments	20	42
Underlying P&L charge	158	152
Trading profit less financing charges	635	556
Effective tax rate	25%	27%

Had IAS19 changes been applied to 2012, financing charges would have been £10m higher

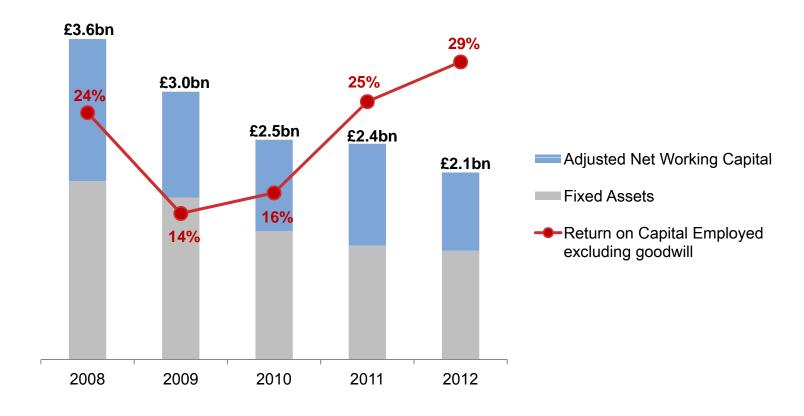


Cash Flow





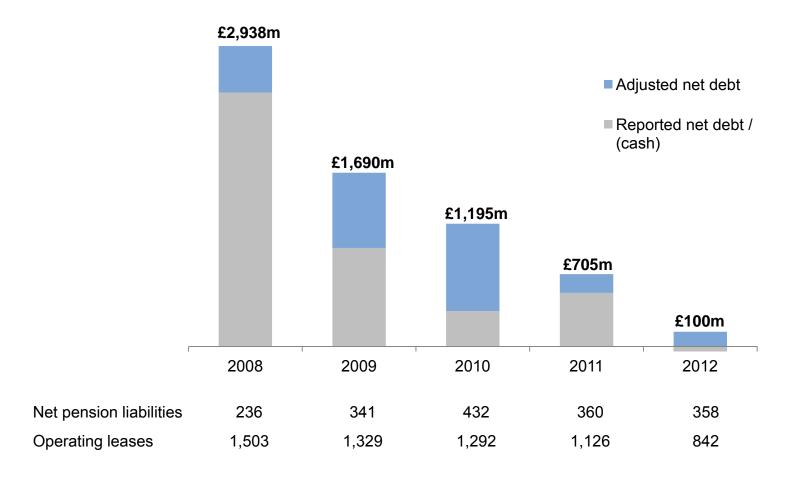
Capital Employed



Note: EU Payment Directive is to be implemented March 2013



Net Debt, Pensions and Leases



Committed credit facilities >1 year of £1.4 billion



Capital Structure Priorities

- 1. Organic growth
 - Investment in IT, branch refurbishment and new branches up to £175m
 - Working capital investment expected to be 12-13% of incremental sales
- 2. Dividends progressive dividend policy
- 3. Acquisitions
 - Hard synergies, properly integrated, meet investment criteria

	No.	Sales (£m)	Trading profit (£m)	Cost (£m)
USA	5	144	6	59
Nordics	5	34	-	17
	10	178	6	76

4. Return of surplus cash to shareholders if / when appropriate

Operate within investment grade credit metrics, net debt / EBITDA of no more than 1x to 2x



Dividend and Return of Capital

Final dividend of 40p per share (full year of 60p per share; +33%), covered
 2.8x by headline EPS:

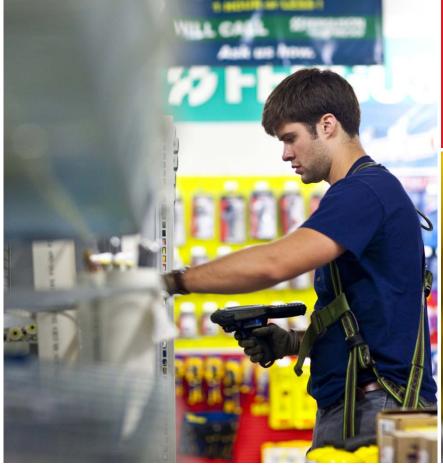
	Pence /	
	share	£m
Interim	20	57
Final	40	115
Year	60	172

- H1 commitments of £270m (acquisitions (£30m); share scheme hedging (£90m); pension funding (£150m))
- Special dividend of £350m, approximately 125p per share
- Net debt / EBITDA after fulfilling these commitments approximately 1.0x.









Business Review and Strategy Update

Ian Meakins, Chief Executive



Wolseley Strategy

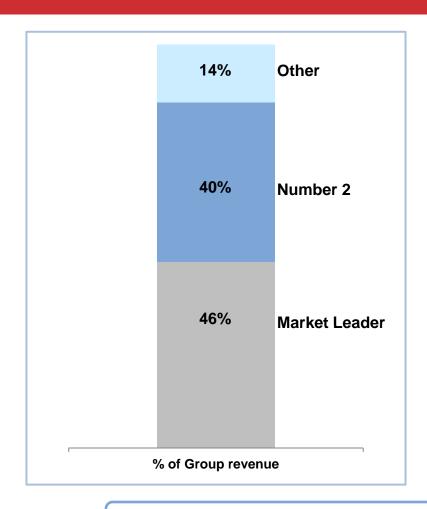
- 1. Develop our great portfolio of strong businesses
- 2. Drive performance systematically across Group
- 3. Accelerate profitable growth
 - organic / bolt-ons / adjacent businesses
- 4. Drive evolution of business models
- 5. Deliver Group synergies
- 6. Underpin strategy with strong balance sheet



Current Portfolio

1. Develop portfolio

- 2. Drive performance
- 3. Accelerate profitable growth
- 4. Evolution of business models
- 5. Deliver Group synergies
- 6. Strong balance sheet



Significant Disposals Brandon Hire Encon Electric Center Build Center Bathstore Brossette Italy Woodcote Stock Building Supply

France

Evaluating strategic options

Great portfolio of strong businesses



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Organic Growth - Performance Metrics

- 1. Develop portfolio
- 2. Drive performance
- 3. Accelerate profitable growth
- 4. Evolution of business models
- 5. Deliver Group synergies
- 6. Strong balance sheet

Customer service / employee engagement	 Embedded across Group
Market share / wallet share	 Embedded across Group
Financial reporting and performance review	 Embedded across Group
Strategic plans by business unit	 Embedded across Group
Dashboard / benchmarking by branch	 Embedded across Group
Best practice sharing / execution	 Indentifying, sharing, executing across Group
Productivity ratios	 Embedded across Group
Productivity activity measures / benchmarking	- Measuring
Process efficiency / lead indicators	- Identifying

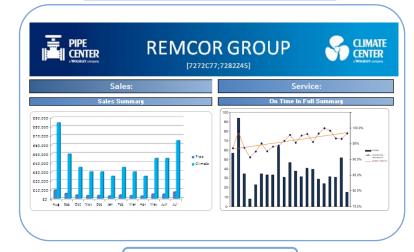


Organic Growth - Performance Metrics

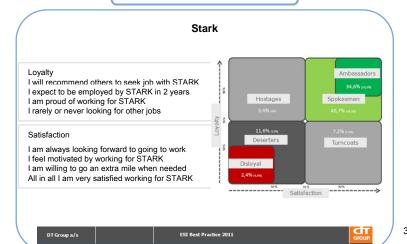
Customer Service

Promoter Score (NPS) ## FEI Net Promoter Score (NPS) ## Feb-2012. Average Score | \$7.15 | Prior Month Average Score | \$7.15 | Prior Month Average Score | \$7.53 | Prior Month Average Score | \$5.50 | Prior

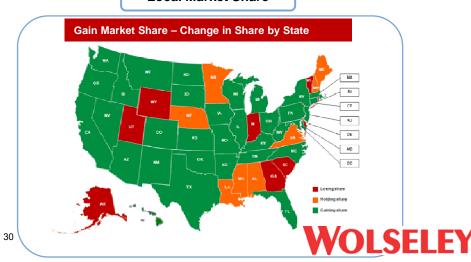
Customer Service – By Customer



Employee Engagement

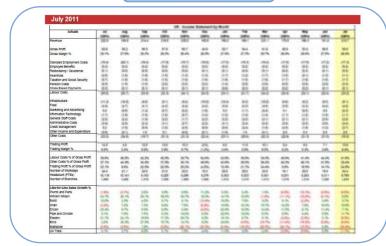


Local Market Share



Organic Growth - Performance Metrics

Financial Reporting



Best Practice Sharing



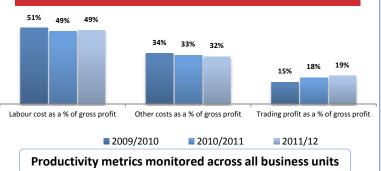
Dashboard

Ferguson - Blended Branches - Managing Performance

		Guotomer Gorner															
	Custo	Customer Service Rating		Self-Service Events		Predictive Fill Rate		% Managed Pricing*		Net Promoter Score			Overall				
	Dec	Jan	Rank	Dec	Jan	Rank	Dec	Jan	Rank	Dec	Jan	Rank	Dec	Jan	Rank	Score	Rank
Branch A	94.5	94.2	5	38.4	44.3	12	97.7	96.1	5	100	96	18	67.7	46.6	21	12.2	9
Branch B	87.7	97.4	1	56.4	52.8	8	97.9	95.6	8	100	98	10	73.2	72.1	7	6.8	1
		Financial Performance															
	YTD	YTD Growth v Budget		YTD Gross Profit %*		YTD Growth v LFY		YTD Labour as % GP		YTD Trading Profit %*			Overall				
	Goal	%	Rank	Goal	%	Rank	%	Ra	nk	Goal	%	Rank	Goal	%	Rank	Score	Rai
Branch A	0	+0.2	24	100	100	7	40.1	- 3	3	50.2	51.8	27	100	102	19	16.5	18
Branch B	0	+6.8	13	100	98	21	13.9	1	0	45.8	49.5	24	100	91	24	19.3	24
							С	apita	I Dis	cipli	пе						
	DTC Spot		t	Ave. Working Capital		6PAK as % of Inventory		DC Utilisation*		AR > 60 Days			Overall				
	FY11	FY12	Rank	Goal	%	Rank	Goal	%	Rank	F11	F12	Rank	Goal	%	Rank	Score	Ran
Branch A	5.9	53.9	28	11.6	4.9	15	5.7	12.4	26	100	80	18	8.0	21.8	28	23.0	2
Branch B	18.9	19.4	17	3.9	5.7	18	5.7	3.2	2	100	106	10	8.0	7.4	13	12.0	7

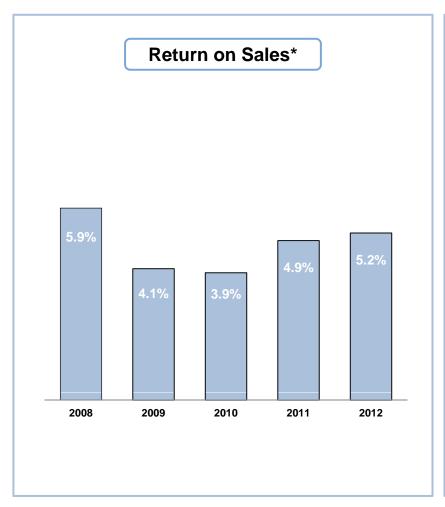
Productivity

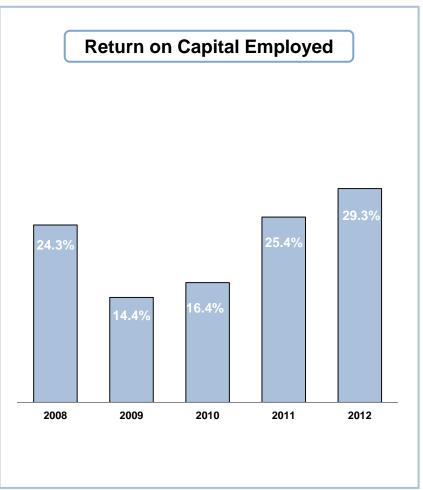
Improve Productivity and Lower Costs – Group Metrics





Group Performance Metrics







^{*}Ongoing businesses

Wolseley Strategy

- 1. Develop our great portfolio of strong businesses
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Business Priorities

Business Unit Strategy Results Expected Market Share Gain share of existing customers and gain new customers **Preferred Vendor Best Customer Profitable** Improve Productivity Gross Margin Growth **Service** Relationship **Best Branch** Staff Improve Returns Most efficient operating model



Accelerate Profitable Growth Profit Levers

- 1. Develop portfolio
- 2. Drive performance
- 3. Accelerate profitable growth
- 4. Evolution of business models
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Market Share

- Customer service
- New branches / channels / segments
- Bolt-on acquisitions

Gross Margin

- Pricing matrix
- Customer terms
- Category management
- Sourcing

Improve Productivity

- Cost reduction
- Benefits of scale / leverage
- Better business model

Improve Returns

- Investment
- Working capital efficiency

Many small improvements generate very good performance

Profitable Growth



USA

Market Share Gross Margin - Pricing matrix compliance - Improve customer service Customer loyalty programme Category management Showroom sales New customer segments - B2C growth - Bolt-on acquisitions Profitable Growth **Improve Productivity Improve Returns** - B2B e-commerce IT investment Distribution centre compliance - National contact centre

Drive consolidation, gain share, multi channels and new segments, improve leverage



Canada

Market Share

- Improve customer service
- New branches
- Bolt-on acquisitions limited availability

Gross Margin

- Pricing matrix compliance
- Distribution centre unbundling

Improve Productivity

- Leverage new distribution centre
- National organisation benefits of scale
- B2B
- IT investment

Improve Returns

Working capital efficiency

Drive for leadership, focus on Toronto, build gross margins

Profitable Growth



UK

Market Share

- Improve customer service
- Maximise green deal opportunity
- B2B and B2C growth
- Bolt-on acquisitions attractive limited availability

Improve Productivity

- Local network rollout
- Process efficiency in branches

Gross Margin

- Category management exclusives
- Evolve showroom strategy

Improve Returns

Infrastructure investment

Drive for leadership, multi channels and new segments, improve leverage

Profitable Growth



Nordics

Market Share

- Maintain service / share
- Bolt-on acquisitions selective

Improve Productivity

- Cost reduction / centralisation
- National business model
- Sales force productivity

Gross Margin

- Customer segmentation
- Compliance with customer terms structure
- DIY customers

Improve Returns

Maintain working capital

Hold share, protect gross margins, rebuild profitability

Profitable Growth



France

Market Share Gross Margin Sourcing / procurement management Maintain service / share Pricing matrix compliance - No acquisitions Profitable Growth **Improve Productivity Improve Returns** - Centralisation and cost restructuring - Working capital improvements "Hub and spoke" network management Network rationalisation - Sales force productivity

Hold share, reduce costs, improve productivity to mitigate profitability decline, and evaluate strategic options



Central Europe

Market Share Gross Margin - Price matrix uplift and compliance - Improve customer service - Exit loss making customers - Wasco Expand sanitary offering - Tobler - B2B Profitable Growth **Improve Productivity Improve Returns** Cost reduction - Working capital improvements - Distribution centre deployment and exploitation - B2B - Sales force productivity

Tobler - gain share, ÖAG - restore profitability, improve leverage



Grow Adjacent Businesses

- Adjacency dependent on shared:
 - Customers
 - Products / suppliers
 - Infrastructure
 - Business processes / experience

Leverage existing businesses

	Core business	Adjacent business	Approximate revenue adjacent businesses
USA	Blended Branches	Waterworks	£900m
		Industrial	£750m
		B2C	£200m
UK	Plumb / Parts	Industrial	£300m
		Drain	£100m



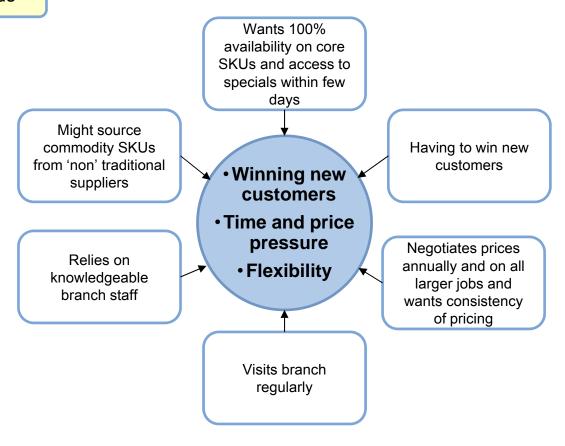
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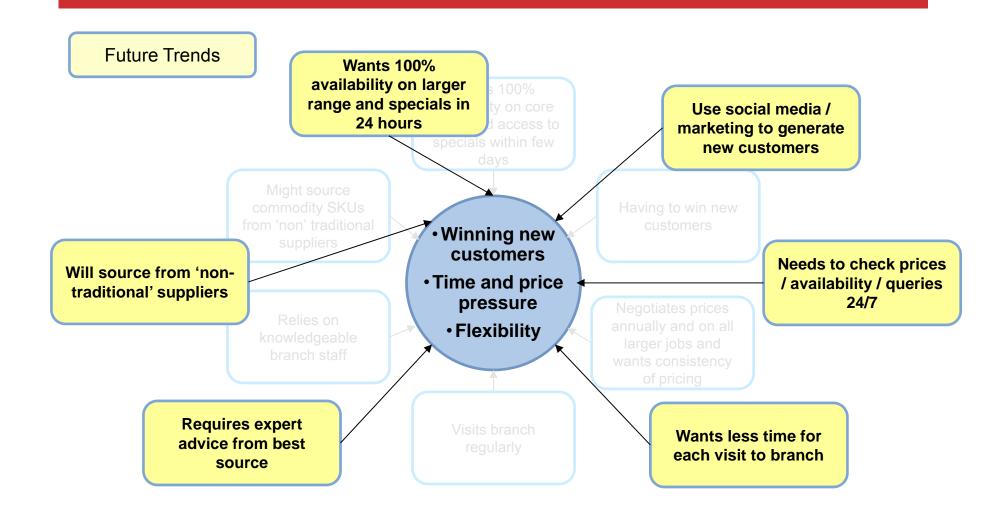
Business Model Development

Current Trends





Business Model Development





Business Model Development

Implications

- Customer segmentation
- Multi-channel approach
- From 'loose confederation' to 'systematically / centrally managed'
- Competitive propositions versus 'non traditional' competitors
- Develop and test different business models

Leading players have expertise and resources to take opportunities



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Group Synergies

	Current	Future Potential
Cross business unit sourcing	Large	+
IT infrastructure / sourcing	Medium	Delivered
Tax / treasury / financing	Large	Delivered
Best Practice sharing	Medium	+++
People / talent	Small	++
Transferable business models	Small	+++

<u>Key</u>

Small <£10m

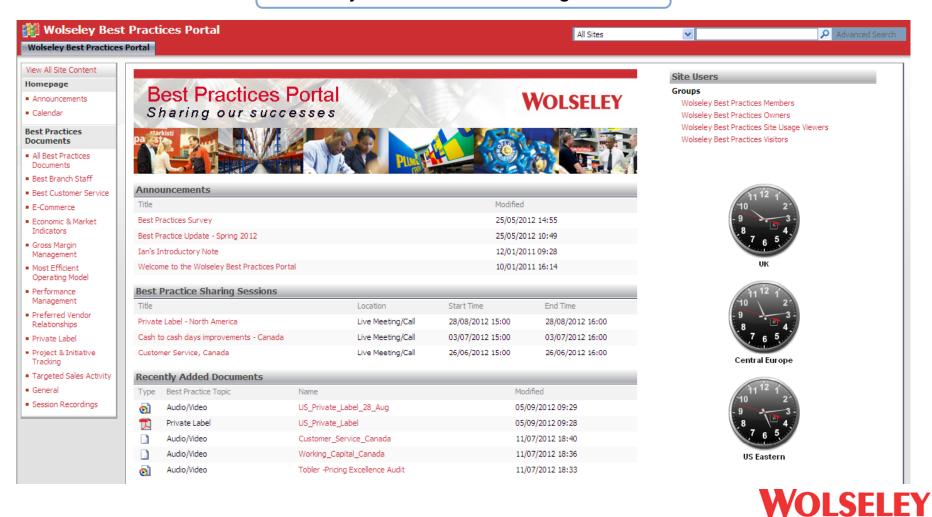
Medium £10m - £20m

Large > £20m

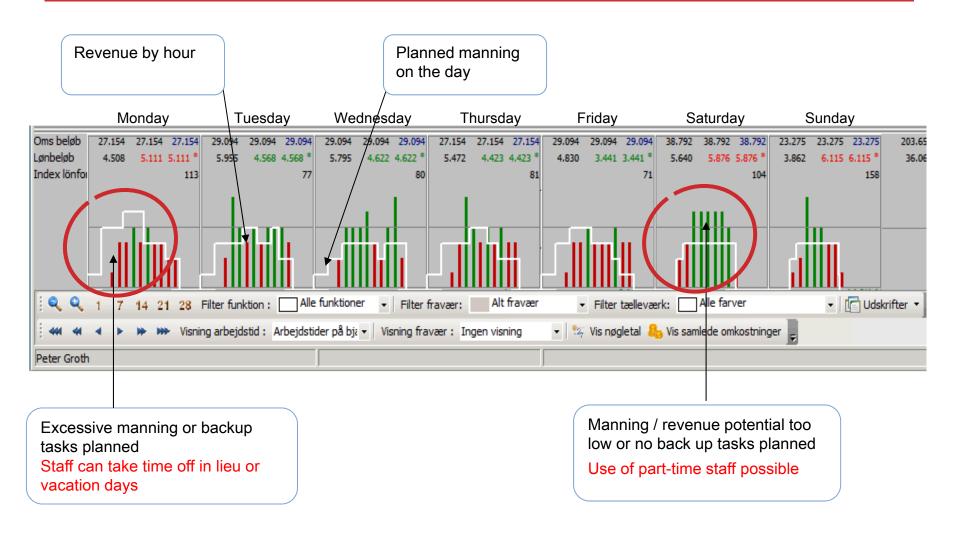


Best Practice Sharing

Wolseley Best Practice Sharing Website



Best Practice Sharing - Silvan, Denmark Labour Scheduling





Transferrable Business Models

- "Hub and spoke" networks better service / lower cost
 - Plumb UK, Ferguson US, Stark Denmark, France
- Adapt showroom strategies based on US experience
 - Plumb UK, Central Europe
- Multi channel development
 - B2B common processes / platforms
 - B2C leverage vs infrastructure rollout across Group
- Over time convergence of business models
 - Scalable within and across clusters



Summary

- Decent progress
 - Results
 - Bolt-ons and disposals
 - Synergies
 - Balance sheet
- Continue to driver performance across Group
 - Long way to go
- Aware of evolving trends
 - Opportunities to improve business models
- Investing behind growth, protecting where declining
- Confident of growth, despite European markets







Appendices



Regional Analysis

£m	Revenue 2012	Revenue 2011	Trading profit 2012	Trading profit 2011
Ongoing	2012	2011	2012	2011
USA	6,168	5,500	389	314
Canada	850	811	49	39
UK	1,670	1,655	92	89
Nordic	2,062	2,060	96	113
France	1,252	1,317	30	46
Central Europe	714	718	30	31
Central and other costs	_		(28)	(36)
	12,716	12,061	658	596
Sold or held for sale				
UK	228	749	1	20
Nordic	63	68	(2)	-
France	414	626	8	7
Central Europe	_	54	-	(1)
Group	13,421	13,558	665	622
		54		WOLSELE

FX impact

	2011 average rate	2012 average rate	2012 Sept spot rate	2012 Trading profit £m	2012 Exchange gain/(loss) £m	Potential FY13 impact* £m
USD	1.60	1.58	1.62	389	+3	(11)
CAD	1.59	1.59	1.58	49	-	-
EUR	1.16	1.19	1.25	60	(2)	(2)
CHF	1.49	1.44	1.51	27	+1	(1)
Nordics				77	(2)	(2)
					-	(16)



^{*} Estimated impact in FY13 if exchange rates to GBP stay at the current levels throughout the period.

Branch Numbers

	At 31 July 2011	Disposals / Held for sale	Acqns	Other movements	Ongoing at 31 Jul 2012
USA	1,261	-	16	(3)	1,274
Canada	221	-	-	(1)	220
UK	1,233	(300)	-	(14)	919
Nordic	288	(28)	5	(1)	264
France	690	(368)	-	(9)	313
C. Europe	144	-	-	(2)	142
	3,837	(696)	21	(30)	3,132

Note: Some consolidation of Parts branches in the UK

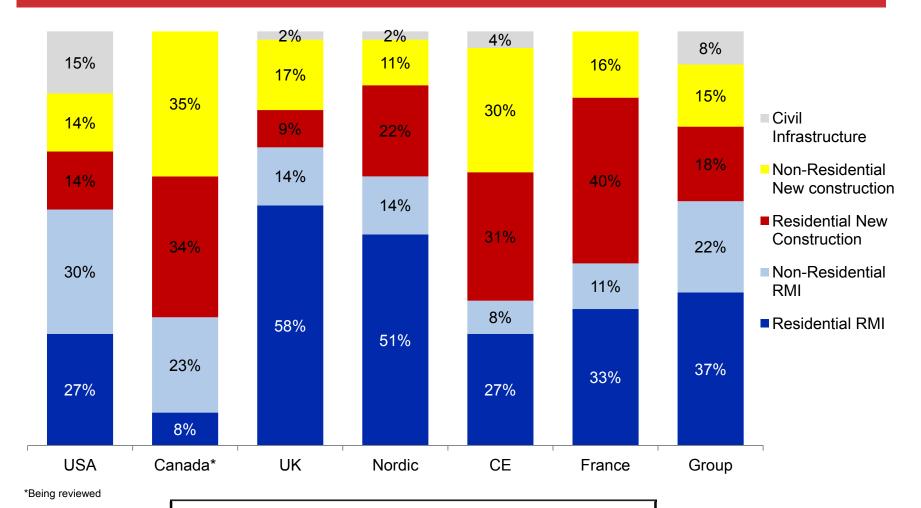


Headcount Numbers

	At 31 July 2011	Disposals / held for sale	Acquisitions	Other movement	Ongoing at 31 Jul 2012
USA	17,481	-	384	380	18,245
Canada	2,693	-	-	(86)	2,607
UK	8,769	(2,535)	-	(321)	5,913
Nordic	6,754	(379)	90	(125)	6,340
France	8,072	(2,651)	-	(128)	5,293
C. Europe	1,965	-	-	58	2,023
Other	154	-	-	(34)	120
	45,888	(5,565)	474	(256)	40,541



Product Destination Analysis - Total



Group: RMI 59%, New Residential 18%

