

GUINNESS PEAT GROUP PLC (the "Company")

Company number: 103548

SPECIAL RESOLUTION OF THE COMPANY

PURSUANT TO SECTION 283 OF THE COMPANIES ACT 2006

PASSED ON 23 MAY 2013

At the Annual General Meeting of the Company held at Eden Park, Reimers Avenue, Kingsland, Auckland, New Zealand, the following resolution was duly passed by the Company as a special resolution.

- 12 That with effect from the passing of this resolution, the Articles of Association of the Company be amended by inclusion of the following new article 141:

“ **Change of Name**

141. The Company may change its name by resolution of the directors.”

Signed



Company Secretary

For and on behalf of Guinness Peat Group plc