

**GUINNESS PEAT GROUP PLC (the "Company")**

**Company number: 103548**

**ORDINARY RESOLUTION OF THE COMPANY**

**PURSUANT TO SECTION 282 OF THE COMPANIES ACT 2006**

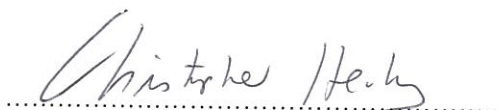
**PASSED ON 22 MAY 2014**

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At the Annual General Meeting of the Company held at Buchanan, Level 3, 107 Cheapside, London, EC2V 6DN, UK, the following resolution was duly passed by the Company as an ordinary resolution.

- 10 That the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £23,453, 888 provided that this authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) on 21 August 2015 or at the conclusion of the AGM of the Company in 2015, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot shares and grant Rights be and are hereby revoked.

Signed



Company Secretary

For and on behalf of Guinness Peat Group plc

**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 22 MAY 2014**

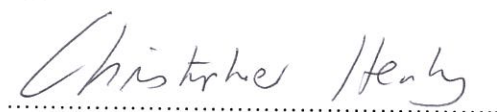
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At the Annual General Meeting of the Company held at Buchanan, Level 3, 107 Cheapside, London, EC2V 6DN, UK, the following resolution was duly passed by the Company as a special resolution.

- 11 That the directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the authority conferred by Resolution 10 above, and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Companies Act 2006, in each case as if section 561 of that Act did not apply to any such allotment or sale, provided that this power shall be limited to:
- (i) the allotment and/or sale of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares on the register of members at such record date as the directors of the Company may determine and other persons entitled to participate therein, in any or all jurisdictions where equity securities are listed on any recognised stock exchange, where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on the record date of such allotment but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or the legal or practical matters in respect of overseas holders or of any regulatory body or stock exchange or otherwise; and
  - (ii) the allotment and/or sale (otherwise than pursuant to sub-paragraph (i) above) to any person or persons of equity securities for cash up to an aggregate nominal value not exceeding £3,518,083.

And such power, unless renewed or otherwise varied by the Company in general meeting, shall expire upon the expiry of the general authority conferred by Resolution 10 above, save that the Company may make an offer or agreement before this power has expired, which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the directors may allot equity securities and/or sell equity securities held as treasury shares pursuant to any such offer or agreement as if the authority conferred hereby had not expired. Any earlier power of the directors to allot equity securities as aforesaid be and is hereby revoked.

Signed



Company Secretary

For and on behalf of Guinness Peat Group plc

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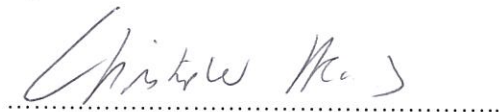
**PASSED ON 22 MAY 2014**

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At the Annual General Meeting of the Company held at Buchanan, Level 3, 107 Cheapside, London, EC2V 6DN, UK, the following resolution was duly passed by the Company as a special resolution.

- 12 That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its own ordinary shares of 5 pence each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:
- (i) the maximum number of ordinary shares hereby authorised to be acquired is 210,944,275;
  - (ii) the minimum price which may be paid for any such ordinary share is 5 pence (exclusive of associated expenses);
  - (iii) the maximum price which may be paid for any such ordinary share is the amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased (exclusive of associated expenses);
  - (iv) unless previously renewed, revoked or varied by the Company in general meeting, the authority conferred by this resolution shall expire on 21 November 2015 or the date of the next annual general meeting of the Company, whichever is earlier; and
  - (v) the Company may contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or might be executed wholly or partly after the expiration of such authority, and may purchase its ordinary shares in pursuance of any such contract.

Signed



Company Secretary

For and on behalf of Guinness Peat Group plc

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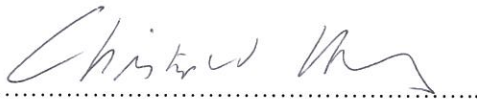
**PASSED ON 22 MAY 2014**

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At the Annual General Meeting of the Company held at Buchanan, Level 3, 107 Cheapside, London, EC2V 6DN, UK, the following resolution was duly passed by the Company as a special resolution.

- 13      That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Signed



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Company Secretary

For and on behalf of Guinness Peat Group plc