

**GUINNESS PEAT GROUP PLC  
ANNOUNCEMENT**

**Results of Shareholder Meeting**

Guinness Peat Group plc ("GPG" or the "Company") announces that at its Annual General Meeting ("AGM") held in London on 22 May 2009, all of the resolutions put to the meeting were duly passed.

**Board Appointment**

At the meeting GPG's chairman, Sir Ron Brierley, advised that the Board would be appointing Mr Ron Langley as a non-executive director.

**Proxy Votes**

Valid proxy appointments and associated voting instructions appointing the Chairman of the meeting or any of the directors were as follows:

Resolution	Brief Description	Voting Rights		
		For	Against	Withheld
1.	To receive the directors' Report & Accounts.	583,215,960	40,546,961	766,771
2.	To receive and approve the directors' remuneration report.	424,430,051	144,630,080	55,469,561
3.	To re-elect Sir Ron Brierley a director.	592,167,454	5,403,502	15,469,261
4.	To appoint Deloitte LLP as auditor.	623,745,587	163,218	620,887
5.	To authorise the directors to fix the remuneration of the auditor.	623,725,473	275,461	528,758
6.	To authorise the directors to allot securities.	544,346,624	78,854,775	1,328,293
7.	To approve the Capitalisation Issue 2009.	569,911,892	54,192,371	425,429
8.	To authorise the directors generally to offer scrip dividend alternatives.	623,618,367	540,377	370,948
9.	To disapply statutory pre-emption provisions (Companies Act 1985, s.95) (Special Resolution).	620,861,503	554,866	3,112,519
10.	To authorise the Company generally to make market purchases of its own ordinary shares. (Companies Act, s.166) (Special Resolution)	623,715,907	177,054	635,927
11.	To convene General Meetings (other than AGMs) on 14 days notice. (Special Resolution)	597,124,791	20,951,772	6,452,325

Notes:

1. The total number of the Company's shares in issue and consequent voting rights at 22 May 2009 is 1,454,496,558.
2. Any proxy appointments which gave discretion to the Chairman or other directors have been included in the "For" total.
3. Any proxy appointments in respect of a named individual rather than "the Chairman of the meeting" or another director of the Company have been excluded from this disclosure. Had these been included, they would in all cases in aggregate have increased the votes in favour of the resolutions.

**2009 Capitalisation Issue**

Consequent upon the approval of Resolution 7 application is being made to the UK Listing Authority for the listing of up to 145,449,655 Shares in respect of the proposed allotment of shares on 5 June 2009 in respect of the Capitalisation Issue 2009. Application will also be made for the official quotation of these shares on the Australian Stock Exchange, where they will be quoted (and will trade) as CHESS Depository Instruments on completion of allotment procedures. These Shares have been accepted for quotation on the New Zealand Stock Exchange and will be quoted on completion of allotment procedures. Confirmation in respect of this allotment will be announced as it occurs.

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22 May 2009