

WELLINGTON REGIONAL COUNCIL
(the Shareholder)

W R C HOLDINGS LIMITED
(the Company)

**Written resolutions of the sole shareholder of the Company pursuant to clause
23 of the Company's Constitution and dated 2015**

1. Wellington Regional Council, being the sole shareholder and entitled person of the Company, resolves as a special resolution and agrees:
 - 1.1 That Fran Wilde be appointed as Chairperson of WRC Holdings Limited with effect from and including 9 July 2015;
 - 1.2 That Prue Lamason be appointed as Deputy Chairperson of WRC Holdings Limited with effect from and including 9 July 2015.

- 2 Wellington Regional Council, being the sole shareholder of the Company consents to WRC Holdings Limited, as the sole shareholder of Port Investments Limited, Pringle House Limited and Greater Wellington Rail Limited, passing the shareholder resolutions
 - 2.1 appointing Fran Wilde as Chairperson and Prue Lamason as Deputy Chairperson of Pringle House Limited; and
 - 2.2 appointing Fran Wilde as Chairperson and Prue Lamason as Deputy Chairperson of Port Investments Limited; and
 - 2.3 appointing Fran Wilde as Chairperson and Prue Lamason as Deputy Chairperson of Greater Wellington Rail Limited.

Signed by **Wellington Regional Council**, being the sole shareholder of the Company,
by:

Authorised Person