

Registered company No: 00893081

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF

LEIGHS PAINTS
(the "Company")

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

CIRCULATION DATE: 6 / 12 / 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the resolution below is passed as a special resolution of the Company

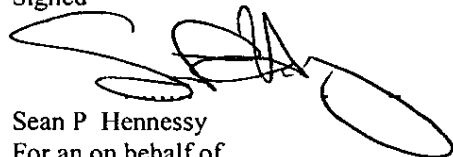
SPECIAL RESOLUTION

THAT the name of the Company be changed to Sherwin-Williams Protective & Marine Coatings

Please read the notes at the end of this document before signifying your agreement to the resolution

The undersigned, being the sole person entitled to vote on the above resolution on the circulation date, hereby irrevocably agree to the resolution

Signed



Sean P Hennessy
For an on behalf of
W&J LEIGH & CO LIMITED

Dated December 6, 2012

CERTIFIED TO BE A TRUE COPY OF THE ORIGINAL



JONES DAY
21 TUDOR STREET
LONDON EC4Y 0DJ

LOI-8039479v1

THURSDAY



A48 13/12/2012 #38
COMPANIES HOUSE

Notes


1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- By Hand Deliver the signed copy to Ryan Hill at Jones Day, 21 Tudor Street, London EC4Y 0DJ,
- By Post Post the signed copy to Ryan Hill at Jones Day, 21 Tudor Street, London EC4Y 0DJ,
- By Fax Fax a signed copy to Jones Day at 020 7039 5999 marked for the attention of Ryan Hill, or
- By E-mail: Attach a scanned copy of the signed document to an e-mail and send it to rhill@jonesday.com

If you do not agree to the resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 3 Where by 28 days time of the circulation date insufficient agreement has been received for a resolution to pass such resolution will lapse If you agree to the resolution, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

CERTIFIED TO BE A TRUE COPY OF THE ORIGINAL

..........
JONES DAY
21 TUDOR STREET
LONDON EC4Y 0DJ



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 893081

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

LEIGHS PAINTS

a company incorporated as private unlimited; having its registered office
situated in England/Wales; has changed its name to:

SHERWIN-WILLIAMS PROTECTIVE & MARINE COATINGS

Given at Companies House on **14th December 2012**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**