

COMPANY NUMBER 707803



THE COMPANIES ACTS 1985, 1989 and 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

MANITOWOC POTAIN LIMITED

Circulation date 14th July 2008

Passed on 14th July 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we the undersigned, being eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date, hereby signify our agreement to pass the following resolutions as written resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held

WRITTEN RESOLUTIONS

Special Resolution That the memorandum of association of the Company be amended as follows,

Clause 1 shall be amended so as to read "The Name of the Company is MANITOWOC
POTAIN, and

Clause 4 and 5 shall be deleted

Special Resolution That the articles of association of the Company be amended as follows

Regulation 1 – 27 shall be deleted and the following regulations inserted in their place -

- " 1 Regulations 3, 32, 34, and 35 of Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000) ("Table A") shall not apply to the Company, but the articles hereinafter contained and, subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the Company
- 2 The words " at least seven clear days' notice" shall be substituted for the words " at least fourteen days' notice in regulation 30 of Table A
- 3 The share capital of the company is £115,000 divided into 115,000 shares of £1 00 each

WE CERTIFY THAT THIS IS A TRUE
COPY OF THE ORIGINAL DOCUMENT
Dickinson Dees LLP
DICKINSON DEES LLP

4 The Company may by special resolution -

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe,
- (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares
- (c) subdivide its share, or any of them, into shares of a smaller amount than its existing shares,
- (d) cancel any shares which at the date of the passing of the resolutions not been taken or agreed to be taken by any person, or
- (e) reduce its share capital and any share premium account in any way "

Resolutions 1 and 2 are proposed as special resolutions. This means that they will be passed once 75% of eligible members signify their agreement to it. In each case the requisite percentage must be achieved by 8th August 2008, which is 28 days from the circulation date of the resolutions being 14th July 2008.

Signed 
Director

Date 14th July 2008

For and on behalf of

MANITOWOC CRANE GROUP (UK) LIMITED

Signed
Director

Date 14th July 2008

For and on behalf of

MANITOWOC EUROPE HOLDINGS LIMITED

WE CERTIFY THAT THIS IS A TRUE
COPY OF THE ORIGINAL DOCUMENT
Dickinson Dees LLP
DICKINSON DEES LLP

4 The Company may by special resolution -

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe,
- (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares
- (c) subdivide its share, or any of them, into shares of a smaller amount than its existing shares,
- (d) cancel any shares which at the date of the passing of the resolutions not been taken or agreed to be taken by any person, or
- (e) reduce its share capital and any share premium account in any way "

Resolutions 1 and 2 are proposed as special resolutions. This means that they will be passed once 75% of eligible members signify their agreement to it. In each case the requisite percentage must be achieved by 8th August 2008, which is 28 days from the circulation date of the resolutions being 14th July 2008

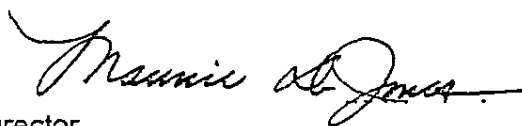
Signed
Director

Date 14th July 2008

For and on behalf of

MANITOWOC CRANE GROUP (UK) LIMITED

Signed
Director



Date 14th July 2008

For and on behalf of

MANITOWOC EUROPE HOLDINGS LIMITED

WE CERTIFY THAT THIS IS A TRUE
COPY OF THE ORIGINAL DOCUMENT
Dickinson Dees LLP
DICKINSON DEES LLP

MANITOWOC POTAIN

MEMORANDUM OF ASSOCIATION

DATED 14TH July 2008



WE CERTIFY THAT THIS IS A TRUE
COPY OF THE ORIGINAL DOCUMENT
Dickinson Dees LLP
DICKINSON DEES LLP

DICKINSON DEES

Dickinson Dees LLP

St Ann's Wharf 112 Quayside Newcastle upon Tyne NE99 1SB
Telephone (0191) 279 9000 Fax (0191) 279 9100
Email law@dickinson-dees.com www.dickinson-dees.com

COMPANY NUMBER 707803

WEDNESDAY



26

THE COMPANIES ACTS 1985, 1989 and 2006
UNLIMITED COMPANY HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF

MANITOWOC POTAIN

(adopted by written resolution passed on 14th July 2008)

- 1 Regulations 3, 32, 34, and 35 of Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment Regulations) 1985 and the Companies Act 1985 (Electronic Communications) Order 2000) ("Table A") shall not apply to the Company, but the articles hereinafter contained and, subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the Company
- 2 The words " at least seven clear days' notice" shall be substituted for the words " at least fourteen days' notice in regulation 30 of Table A
- 3 The share capital of the company is £115,000 divided into 115,000 shares of £1.00 each
- 4 The Company may by special resolution -
 - (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe,
 - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares
 - (c) subdivide its share, or any of them, into shares of a smaller amount than its existing shares;
 - (d) cancel any shares which at the date of the passing of the resolutions not been taken or agreed to be taken by any person, or
 - (e) reduce its share capital and any share premium account in any way

WE CERTIFY THAT THIS IS A TRUE
COPY OF THE ORIGINAL DOCUMENT
Dickinson Dees LLP
DICKINSON DEES LLP