

AMENDING

Company Number 00757192

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

JUNGHEINRICH UK LIMITED (Company)

CIRCULATION DATE: 22 December 2008



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- (a) resolutions 1 and 2 below are passed as ordinary resolutions (**together Ordinary Resolutions**); and
- (b) resolution 3 below is passed as a special resolution (**Special Resolution**).

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from £59,290,000 to £63,972,000 by the creation of 4,682,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.
2. That the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £4,682,000 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

SPECIAL RESOLUTION


3. That the directors be authorised to allot equity securities (within the meaning of section 94(2) of the Companies Act 1985) wholly for cash pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Companies Act 1985 did not apply to any such allotment.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolution.

The undersigned, a person entitled to vote on the above resolutions on 22 December 2008, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolution.

Signed by
for and on behalf of
JUNGHEINRICH UK HOLDINGS LIMITED


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Date

22/12/08
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NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, 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:** delivering the signed copy to Jamie Partridge, Brabners Chaffe Street LLP, 55 King Street, Manchester M2 4LQ.
- **Post:** returning the signed copy by post to Jamie Partridge, Brabners Chaffe Street LLP, 55 King Street, Manchester M2 4LQ.
- **Fax:** faxing the signed copy to 0161 836 8801 marked "For the attention of Jamie Partridge".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to jamie.partridge@brabnerscs.com. Please enter "Written resolutions dated 19 December 2008" in the e-mail subject box.

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement.

3. Unless, by 19 January 2009, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, 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.