

869208

Company number 00869208

WRITTEN RESOLUTION

of

WEIR VALVES & CONTROLS UK LIMITED

9 October 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that: the following resolution is passed as a special resolution.

**SPECIAL RESOLUTION**

"That the Articles of Association of the Company be amended by deleting the Company's objects clause and authorised share capital clause which were previously contained in Clauses 3 and 5 of the Company's Memorandum of Association which, by virtue of the operation of s.28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association."

**AGREEMENT**

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

The undersigned, being all of the shareholders entitled to vote on the above resolution on 9 October 2009, hereby irrevocably agree to the Special Resolution:

Signed for and on behalf of The  
Weir Group PLC

Date

9 October 2009

Alan Mitchelson

Date

9 October 2009

23-11-09- 215.

WEDNESDAY



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A09

18/11/2009

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COMPANIES HOUSE

## NOTES

1. You can choose to agree to the Special Resolution or not. 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:** delivering the signed copy to Paul Simmons, Weir Valves & Controls UK Ltd, Britannia House, Elland.
- **Post:** returning the signed copy by post to Paul Simmons, Weir Valves & Controls UK Ltd, Britannia House, Elland.
- **Fax:** faxing the signed copy to 01422 282105 marked "For the attention of Paul Simmons".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Paul.Simmons@weirgroup.com. Please enter "Written resolution dated 9 October 2009" in the e-mail subject box.

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. Unless, by 6 November 2009, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.

Number of Company: 00869208

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of

WEIR VALVES & CONTROLS UK LIMITED

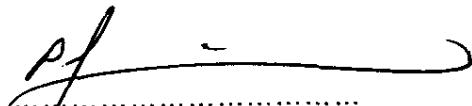
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Passed 9 October 2009

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By written resolution passed by all the shareholders of the above named Company on the ninth day of October 2009, the following special resolution was duly passed as a written resolution:

"That the Articles of Association of the Company be amended by deleting the Company's objects clause and authorised share capital clause which were previously contained in Clauses 3 and 5 of the Company's Memorandum of Association which, by virtue of the operation of s.28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association."

  
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Secretary