

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

PARKER HANNIFIN (UK) LIMITED

Passed the 23rd day of May 2000

By a Written Resolution of the above named Company duly passed on 23rd day May 2000, pursuant to Article 381A of the Companies Act 1985 the following Resolution was duly passed as a Special Resolution of the Company as follows:-

SPECIAL RESOLUTION

That for the avoidance of doubt despite having obtained the necessary consents and all actions implemented by the Company in relation to, arising out of, or in connection with the incorrect allotment of 9,999,998 ordinary shares of £1 each on 3rd April 1998, such allotment be ratified and increased by 400,000 to 10,399,998.

K. J. Bate

Chairman

