

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE MEMBERS OF
WEIR HEAT EXCHANGE LIMITED (THE "COMPANY")

SC054471

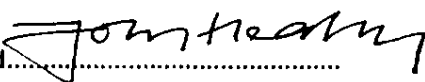
CIRCULATED ON 2 NOVEMBER 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions:

SPECIAL RESOLUTIONS

1. **THAT** the issued share capital of the Company be reduced from £491,001 divided into 491,001 ordinary shares of £1 into 1 ordinary share of £1 each by the cancellation of 491,000 ordinary shares.

We, the undersigned, were at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the resolutions.

Signed 

Date 1/11/19

For and on behalf of The Weir Group PLC

