

THE WEIR GROUP PENSION TRUST LIMITED

(Company No. SC 59085)

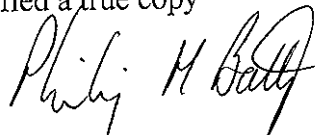
Special Resolution

The following resolution was passed by the Company as a special resolution on 11th October 1996 :-

THAT the Articles of Association of the Company be amended as follows :-

- (1) In Article 1 the definition of 'the Scheme' shall be amended to read 'The Weir Group Pension and Life Assurance Scheme';
- (2) The existing articles 20 and 21 shall be deleted and there shall be substituted therefor the following :-
 20. Unless and until otherwise determined by the Company in general meeting, the number of directors shall be nine.
 21. Five of the directors shall be appointed by The Weir Group PLC, one of whom shall be an independent person (which expression may include a non-executive director of The Weir Group PLC), and the remaining four directors shall be elected by the members for the time being of the Scheme in accordance with the published procedure established by The Weir Group PLC from time to time in force. All directors shall hold office at the pleasure of The Weir Group PLC and any such appointment or election, or the retirement (other than retirement by rotation under Article 29) or removal of a director shall be given effect to by an instrument in writing signed on behalf of The Weir Group PLC which shall take effect upon lodgement at the registered office of the Company;
- (3) In Article 29(2), the reference to 'three years from the date of his election' shall be replaced with 'four years from the date of his election'

Certified a true copy



P. H. Batty
Secretary

