

CERTIFICATE OF INCORPORATION

No. 59085

I hereby certify that

THE WREID GROUP HOLDINGS TRUST LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Edinburgh the 9 December 1975

John G. G. G. G.
Registrar of Companies

Number of
Company

59085
/

Form No. 41
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the
Name of the
Company { THE WEIR GROUP WORKS
PENSION TRUST. LIMITED

Presented by

Presentor's Reference HBWM/ADDM

MACLAY MURRAY and SPENS,

169 WEST GEORGE STREET,

GLASGOW, G2 2LA.

THE COMPANIES ACTS 1943 - 1967

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

THE WEIR GROUP WELSH PENSION
TRUST LIMITED

MACLAY, MURRAY & STEWART
Solicitors

169 West George Street
Glasgow G2 3JA

59085/2

10050

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE WEIR GROUP WORKS PENSION TRUST LIMITED

1. The name of the Company is "THE WEIR GROUP WORKS PENSION TRUST LIMITED".
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
 - (a) To undertake and discharge the office or offices of and duties of trustee, custodian trustee, attorney, agent, nominee, manager, investment adviser, liquidator, receiver executor or administrator of any pension funds or pension schemes or for any person or persons, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate and generally to undertake, perform and discharge all powers authorities and discretions that may be vested in the Company under any instrument.
 - (b) To accept, subscribe for, underwrite, purchase or otherwise acquire and to hold (on deposit or otherwise), deal with, manage, develop, exchange, transfer, charge, lease, mortgage, dispose of or sell any stocks, shares, securities, policies, investments, money, foreign exchange or any right or interest in, over or upon real or other personal property of any kind whatsoever and wheresoever situate and to undertake and carry on any business undertaking, contract, trade or transaction.

(c)/

- (c) To apply for and acquire and hold any charters, Acts of Parliament, privileges, monopolies, licences, concessions, patents or other rights, powers or orders from the British Government and Parliament or from any other government or from any other government or state, or any local or other authority in any part of the world and to exercise, carry on and work any powers, rights or privileges so obtained and to constitute or incorporate the Company as an anonymous or other society in a foreign country or state.
- (d) To borrow or raise money in such manner as the Company may think fit for the purposes of or in connection with any of the Company's operations and to secure or discharge any debt or obligation of or binding upon the Company in such manner as the Company may think fit and in particular by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital or by the creation and issue of debentures, debenture stock or other securities.
- (e) To acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into partnership or any arrangement for sharing profits or for co-operation or assistance with any such person, firm or company and to give or accept by way of consideration or otherwise for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

(f) /

- (f) To promote or concur in the promotion of any company or companies the promotion of which may appear likely to benefit or assist the Company, and to pay the expenses of or incidental to such promotion.
- (g) To lend money to and guarantee the performance of the contracts or obligations of any person, firm or company.
- (h) To sell, lease, grant rights over or otherwise dispose of the whole of any part of the property, assets, rights or undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (i) To give all kinds of indemnities and undertakings in connection with any matter whatsoever.
- (j) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- (k) To procure the registration or incorporation of the Company in or under the laws of any place outside Scotland.
- (l) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or purpose which may appear likely to benefit or assist the Company.
- (m) To remunerate any person, firm or company rendering service to the Company and to provide for the welfare of and grant pensions or other payments to any employees or ex-employees, and officers or ex-officers (including directors or ex-directors) of the Company or the relations and dependants of such persons and to form, subscribe to or otherwise support any associations, clubs, trusts or institutions which the Company may consider to benefit such persons.

(n) /

- (n) To do all or any of the things and matters aforesaid in any part of the world and either as principals, agents, trustees or otherwise and by or through agents, trustees or otherwise, and either alone or in conjunction with any person, firm or company and either gratuitously or otherwise.
- (o) To do all such other things as may be incidental or conducive to the above objects or any of them.

It is hereby declared that each of the objects of the Company as specified in each of the preceding sub-clauses shall be separate and distinct objects of the Company and shall be in no way limited by reference to any other sub-clause or the order in which the same occur.

4. The liability of the Members is limited.
5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding five pounds.

WE/

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers.

[Signature]

149 Newlands Road
Cathcart
Glasgow (Director)

FR Frame

149 Newlands Road
Cathcart
Glasgow (Director)

[Signature]

149 Newlands Road
Cathcart
Glasgow (Director)

[Signature]

Alasdair Breckley

149 Newlands Road
Cathcart
Glasgow (Executive)

OH Steel Foundries & Engineers Limited
P.O. Box 77,
Alsing Road
Sheffield S9 1TW. (Executive)

[Signature]

CR Taylor (Holdings) Limited
Molly Millars Lane
Wolverhampton
Berkshire RG4 2PY (Executive)

A. E. Asher

Polypac (Hastleport) Limited
Bramme Road
Hastleport
Co. Antrim (Executive)

Dated this 26th day of November 1975.

Witness to the above Signatures:-

[Signature] (Witness)

149 NEWLANDS ROAD
CATHCART,
GLASGOW
SOLICITOR.

59085
3

THE COMPANIES ACTS 1948 to 1967
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE WEIR GROUP WORKS PENSION TRUST LIMITED

INTERPRETATION

1. In these articles:-

"the Act" means the Companies Act 1948 or any statutory amendment or re-enactment thereof for the time being in force

"officer" means a director of The Weir Group Limited.

"the seal" means the common seal of the Company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

"the Scheme" means the Weir Group Works Pension and Life Assurance Scheme.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act.

MEMBERS

2.

The number of members with which the Company proposes to be registered is seven but the directors may from time to time register an increase of members.

3.

The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership shall be members of the Company

4. Any member who shall desire to retire shall signify such desire in writing to the secretary and thereupon his name shall be removed from the list of members and he shall be deemed to have retired.

GENERAL MEETINGS

5. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.
6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. Any director being an officer may, and the directors shall upon a requisition made in writing by any three or more members, convene an extraordinary general meeting or, in default, such a meeting may be convened by such requisitionists as is provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director being an officer or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
8. Any requisition made by members shall express the object of the meeting proposed to be called and shall be deposited with the secretary.
9. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days/

fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors and the appointment of, and fixing the remuneration of the auditors.
11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
13. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present

shall elect one of their number who is an officer to be chairman of the meeting.

14.

If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

15.

The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16.

At any general meeting, unless a poll is demanded by at least three members present in person, a declaration by the chairman that a resolution has been carried or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact.

17.

If a poll is demanded in manner aforesaid it shall be taken in such manner and at such time as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

18.

Every member shall have one vote and no more. All votes shall be given personally. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

19.

Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person

so/

so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

20. Unless and until otherwise determined by the Company in general meeting the directors shall be eight in number.
21. Five of the directors shall be appointed by The Weir Group Limited. Three of the 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 Limited from time to time in force. All directors shall hold office at the pleasure of The Weir Group Limited 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 Limited which shall take effect upon lodgement at the registered office of the Company.
22. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of seventy years or any other age.
23. Until otherwise determined by the Company in General Meeting the Directors shall not be entitled to any remuneration but shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

24. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS/

POWERS AND DUTIES OF DIRECTORS

25. The business of the Company shall be managed by the directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or the articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
26. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
27. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
28. Provided that a director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company declares the nature of his interest at a meeting of the directors in accordance with Section 199 of the Act he shall not be disqualified by his position as director from entering into any contract or arrangement with the Company, and a director may vote and be taken into account for the purpose of constituting/

constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his absolute use and benefit all profits and advantages accruing to him therefrom. A director may hold any other office or place of profit under the Company other than that of auditor on such terms as to remuneration and otherwise as the directors may determine

ROTATION OF DIRECTORS

29.

The provisions of this article shall apply only to those directors elected by the members for the time being of The Scheme in accordance with the aforesaid published procedure.

- (1) The directors first so elected shall, at the first meeting of the directors following such election, determine by lot the order in which they shall retire from office one retirement taking place at each of intervals of two years, three years and four years from the date of such election and the said directors shall retire in such order and at such times as is thereby determined.
- (2) Each director so elected after the first such directors shall retire from office after an interval of three years from the date of his election.
- (3) A retiring director shall be eligible for re-election in accordance with the aforesaid published procedure.
- (4) A director who is no longer employed by any company participating in the Scheme shall upon ceasing employment retire as a director of the Company and a director may also retire of his own accord at any time. In either event or in the event of a director being removed his alternate director specified in article 36 hereof shall be appointed to fill the vacancy and shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director. In the event of no such alternate director being willing or able to be appointed a further person shall be elected in accordance with the aforesaid published procedure to fill the vacancy.

- (5) In the event of any dispute as to the aforesaid published procedure the decision of The Weir Group Limited shall be final and conclusive.

PROCEEDINGS OF DIRECTORS

30. The proceedings of the Directors shall be in accordance with the Regulations which have been signed by the subscribers to these presents as validly amended from time to time in accordance with such Regulations.
31. The continuing directors may act notwithstanding any vacancy in their body, and notwithstanding that their number is reduced below the number specified in article 20 hereof.
32. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
33. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
34. A resolution in writing, signed by all the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and may consist of several documents in like form each signed by one or more persons Provided that, where a director is not himself in the United Kingdom but has an alternate director the signature of such alternate director (if in the United Kingdom) shall be required.

ALTERNATE DIRECTORS

35. Any director not elected by the members for the time being of the Scheme in accordance with the aforesaid published procedure may at any time by writing under his hand and lodged at the registered office of the Company appoint any person to be his alternate director and may in like manner at any time terminate such appointment.

36.

Any Director not being a Director referred to in article 35 hereof shall have as his alternate director the person elected as such in accordance with the aforesaid published procedure Provided that an alternate director who is no longer employed by any Company participating in the Scheme shall also thereupon cease to be an alternate director and Provided further that if no elected alternate director is able or willing to act the Director may appoint any other person approved by the directors to be his alternate director.

37.

An alternate director shall be entitled to receive notices of meetings of the directors and to attend and vote as a director at any such meeting at which the director whose alternate director he is is not personally present and generally at such meeting to perform all functions of the director whose alternate director he is. In the absence from the United Kingdom of the director whose alternate director he is an alternate director shall be entitled to sign any resolution in accordance with the provisions of article 34 hereof. An alternate director shall not (save as provided in these articles) have power to act as a director nor shall he be deemed to be a director for the purposes of the articles.

38.

The expenses of alternate directors shall be paid in accordance with article 23 hereof.

SECRETARY

39.

The secretary shall be appointed by the directors for such term, and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

40.

A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

41.

The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors/

directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director who is an officer and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

ACCOUNTS

42. The directors shall cause proper books of account to be kept with respect to

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

43. The books of account shall be kept at the registered office of the Company, or, subject to section 147(3) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

44. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting.

45. The directors shall from time to time in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

46. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors' report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

47. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act, 1967.

NOTICES

48. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty eight hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
49. Notice of every general meeting shall be given in any manner hereinbefore authorised to
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- and

(c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meeting.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Ham

149 Newlands Road
Cathcart
Glasgow

Director

✓ *J R Frame*

149 Newlands Road
Cathcart
Glasgow

Director

[Signature]

149 Newlands Road
Cathcart
Glasgow

Director

[Signature]

149 Newlands Road
Cathcart
Glasgow

(Executive)

Alasd. Peasley

O.H. Steel Foundries & Engineers Limited
P.O. Box 77
Alding Road
Sheffield S9 1TW

(Executive)

[Signature]

C.F. Taylor (Holdings) Limited
Molly Mullens Lane
Nottingham

Derbyshire NG11 2HY (Executive)

A.E. Asker

Polytec (Hartlepool) Limited
Brenda Road
Hartlepool
Co. Cleveland

(Executive)

Dated this 26th day of NOVEMBER 1975.

Witness to the above signatures:-

W L Horkner (Witness)

149 NEWLANDS ROAD,

CATHCART,

GLASGOW

SOLICITOR.

Company Number

59085

1/36

Special Resolution

of

The Weir Group Works Pension Trust Limited
.....

Passed

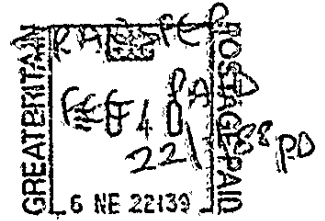
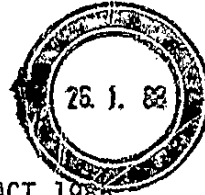
At an Extraordinary General Meeting of the above Company, duly convened and
held at 149 Newlands Road, Cathcart, Glasgow on
the 27th June, 1985 the subjoined Special Resolution
was duly passed viz:-

RESOLUTION

In accordance with Sec.252 of the Companies' Act 1985 it was agreed not to
appoint Auditors.

.....*L. H. Boyd*.....DIRECTOR

19 FEB 1986



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

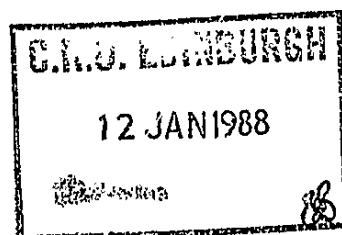
SPECIAL RESOLUTION
of
THE WEIR GROUP WORKS PENSION TRUST LIMITED
(No 59089)

Passed on 22nd December 1987

At an Extraordinary General Meeting of The Weir Group Works Pension Trust Limited held at 149 Newlands Road, Cathcart, Glasgow on the Twenty-second day of December 1987 the following Resolution was duly passed as a Special Resolution:

"THAT the name of the Company be changed to The Weir Group Pension Trust Limited"

J. McL. McKenzie
J. McL. McKenzie
Secretary





CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

59085

I hereby certify that

WEIR GROUP WORKS PENSION TRUST LIMITED, THE

having by special resolution changed its name, is now
incorporated under the name of

THE WEIR GROUP PENSION TRUST LIMITED

Signed at Edinburgh

1 FEBRUARY 1988

A handwritten signature in black ink, appearing to be 'D. H. G. G.', written over a horizontal line.

Registrar of Companies