

THE WEIR GROUP PENSION TRUST LIMITED

(Registered No. SC059085)

(the "Company")

WRITTEN RESOLUTION

(Circulation Date: 28 December 2015)

WEDNESDAY



SCT

"S4YJDKHV"

13/01/2016

COMPANIES HOUSE

#369

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was duly passed as a special resolution of the Company on 28 December 2015:

SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be altered by:

1. deleting the word "he" wherever it appears in article 2.1 and replacing it with the word "it";
2. deleting the words "NUMBER OF MEMBERS;" where they appear in the heading of article 22;
3. deleting article 22.1;
4. deleting article 22.2;
5. deleting the provisions of article 22.3 and inserting the following in their place:
"22.3 Membership shall be open only The Weir Group plc"
6. inserting new articles at 22.4, 22.5 and 22.6 (immediately following article 22.3) which shall read as follows:
"22.4 If The Weir Group plc wishes to become a member, it shall lodge with the company a written application for membership (in such form as the directors require); the application for membership shall be signed on The Weir Group plc's behalf by an authorised officer of that body.
22.5 The Weir Group plc shall automatically constitute a member of the company immediately upon receipt by the company of the application for membership, duly signed in accordance with article 22.4.
22.6 Any individual or body who/which is a member of the company at the time when The Weir Group plc is admitted as a member of the company (in accordance with articles 22.4 and 22.5), but which is not eligible for membership under article 22.3 shall automatically cease to be a member with effect from the time at which *The Weir Group plc* is admitted as a member of the company."
7. deleting the existing provisions of article 23.4 and inserting the following in their place:
"23.4 Membership shall cease on the dissolution, winding-up, striking-off or receivership of the body which constituted the member, on receipt of a notice of retiral of the relevant body from membership under article 23.1 or pursuant to article 22.6."
8. deleting the words "him or her" where they appear in article 26.7 and inserting in their place the word "it";

9. deleting the words "his or her" where they appear in article 26.7 and inserting in their place the word "its";
10. deleting the words "him or his" where they appear in article 27.4 and inserting in their place the word "its";
11. deleting the words "he" and "him" wherever they appear in article 27.4 and inserting in their place the word "it".

Signed 

Full Name MR. JAMES ROBINSON MCHARG.

Director

Dated: 28th DECEMBER 2015.