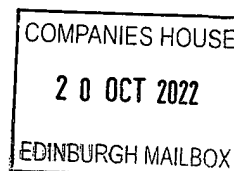


Company number: SC197235



**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF**  
**TWG INVESTMENTS (NO. 3) LIMITED (the "Company")**

Circulation date: 14 October 2022

Pursuant to Chapter 2, Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company propose that the following resolutions ("Resolutions") be passed by the Company, Resolutions 1 and 2 as ordinary resolutions and Resolution 3 as a special resolution:

**ORDINARY RESOLUTIONS**

- 1 **THAT**, subject to the passing of Resolution 3 below, the Company approves and executes the assignment agreement between the Company, The Weir Group PLC (the "PLC") and Weir Group (Australian Holdings) Limited ("WGAH") (the "Assignment Agreement") whereby the PLC is assigning to the Company such right, title, interest and/or benefit it has in the AUD\$100million loan between the PLC and WGAH dated 21 October 2021 (the "Assignment");
- 2 **THAT**, subject to the passing of Resolution 1 above and in return for the Assignment, the Company issues to the PLC 100,000,000 (one hundred million) AUD preference shares at a value of AUD\$1.00 each, thereby resulting in an aggregate subscription price of AUD\$100,000,000 (one hundred million Australian dollars) (the "Allotment"); and

**SPECIAL RESOLUTIONS**

- 3 **THAT**, the articles of association contained in the document attached to these written resolutions (the "New Articles") be approved and adopted as the new articles of association of the Company, in substitution for the Company's existing articles of association.

**Please read the notes at the end of this document before signifying your agreement to the Resolutions.**

Signed by John Heasley  
for and on behalf of  
The Weir Group PLC

\_\_\_\_\_  
Director

14 October 2022

\_\_\_\_\_  
Date

THURSDAY



\*SBF260XS\*

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20/10/2022

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COMPANIES HOUSE

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**Notes for Members:**

- 1 To signify his/her agreement to the proposed Resolutions set out above each eligible member is requested to sign and return undated the Resolutions to the Company at its registered office. Once eligible members have signified their agreement to the Resolutions their agreement may not be revoked.
- 2 This proposed written resolutions will lapse if they are not passed before the end of 28 days beginning with the day on which this document is circulated to eligible members.

Attachments: New Articles