

Company No 3503896

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

- of -

PARKER HANNIFIN (UK) LIMITED

Passed the 18TH day of May 2004


At an ANNUAL GENERAL MEETING of the above-named Company duly convened and held at Parker House, 55 Maylands Avenue, Hemel Hempstead, Herts, HP2 4SJ the following Resolutions were duly passed as Ordinary and Special Resolutions of the Company, as specified below:-

SPECIAL RESOLUTION

1. That all actions implemented by the Company in relation to, arising out of or in connection with, the general business usually conducted at an annual general meeting, being the receiving of accounts, the declaration of a dividend, the annual appointment of auditors and the authorisation of the directors to fix the auditors' remuneration, be and they are hereby approved and ratified, notwithstanding that no Annual General Meetings have been documented as having been formally convened or documented as having been held by the Company since 2 December 2002 and notwithstanding that the said Annual General Meetings may not have been held.

ORDINARY RESOLUTIONS

2. To re-appoint Messrs. PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.
3. To receive the Accounts and the Report of the Directors and Auditors for the year ended 30 June 2003.


.....
Chairman

