

**The Companies Act 1985**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**of**  
**Parker Hannifin Plc**  
**(the "Company")**  
**Passed as Special Resolutions**

AT an extraordinary general meeting of the Company, duly convened and held on 31<sup>st</sup> March 2006, the following resolutions were duly passed:

**SPECIAL RESOLUTIONS**

1. THAT with effect from 1<sup>st</sup> April 2006 the Company be re-registered as a private limited company;
2. THAT with effect from 1<sup>st</sup> April 2006 the name of the Company be changed to "Parker Hannifin Limited";
3. THAT with effect from 1<sup>st</sup> April 2006 the memorandum of association be amended to reflect the re-registration of the Company namely by deleting the word "public" in clause 2 and replacing it with the word "private"; and
4. THAT with effect from 1<sup>st</sup> April 2006 the articles of association of the Company in the form attached be adopted as the articles of association of the Company in place of the existing articles.

  
.....  
**Chairman**

