

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS IN WRITING
of
PARKER HANNIFIN LIMITED

("the Company")

Passed the 4th day of December 2006

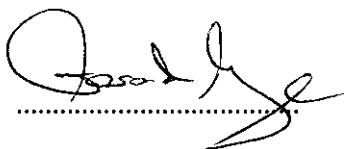
By a written resolution signed in accordance with section 381A of the Companies Act 1985 by or on behalf of all of the members of the Company who, at the date of the resolution, were entitled to attend and vote at a general meeting of the Company the following resolutions of the Company were duly passed:

SPECIAL RESOLUTION

That, with effect from the passing of this resolution, the Articles of Association of the Company are amended by the insertion of a new paragraph within Article 4 and the re-numbering of the paragraphs within Article 4 as follows:

4. TRANSFER OF SHARES

- 4.1 Regulations 24 to 28 (inclusive) of Table A shall not apply to the Company. The Directors may in their absolute discretion, and without assigning any reason whatsoever, decline to register any transfer of any share, whether or not it is a fully paid shares.
- 4.2 The instrument of transfer of any shares shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.

Signed 

Director

Dated 4th December 2006

