

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Hopkinsons Limited  
Company Number SC146392  
(the "Company")

FRIDAY



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22/11/2019

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COMPANIES HOUSE

CIRCULATED ON: 18 October 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution**");

**SPECIAL RESOLUTION**

"THAT the Articles of Association of the Company be amended by the insertion of a new article 9.2 as follows:

**"9.2 Transfers in Security**

9.2.1 notwithstanding anything contained in these articles or anything to the contrary contained in the companies acts (as amended from time to time):

- (a) any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on transfer of shares contained in these articles or otherwise shall not apply to; and
- (b) the directors shall not for any reason decline to register, nor suspend the registration of, any transfer of shares in each case where such transfer is:
  - (i) in favour of any person, any bank or institution (or any agent, trustee, nominee or nominees of such person, bank or institution) to whom such shares are being transferred by way of security, or
  - (ii) duly executed by a receiver appointed by a person, bank or institution pursuant to any security document which creates any security interest over such shares, or
  - (iii) duly executed by any person, bank or institution (or by agent, trustee, nominee or nominees of such person, bank or institution) to whom such shares have been transferred by way of security pursuant to any security document which creates any security interest over such shares,

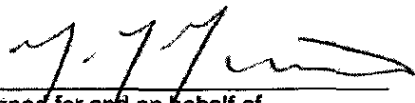
and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this article shall be conclusive evidence of such facts.

9.2.2 any lien on shares which the company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this article."

## AGREEMENT

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

The undersigned, a person entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

  
Signed for and on behalf of  
Trillium Flow Technologies UK Limited  
(formerly known as  
Weir Valves & Controls UK Limited)

18 October 2019  
Date

## NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date which is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.