Written Resolution

of

Kennametal UK Limited

Company No. 03425094

(the "Company")

On 23rd March 2016, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was passed as a special resolution of the Company

SPECIAL RESOLUTION

THAT the Company's share capital be reduced by £47,167,000 pursuant to the authority granted to the Company in sections 641 and 642 of the Companies Act 2006 by reducing the share premium account by £37,167,000 so as to cancel the share premium account in its entirety and reducing the issued share capital by the cancellation of 10,000,000 Ordinary Shares of £1 each and crediting the profit and loss account by £47,167,000

Director

wh13525568v1

THURSDAY

A53FYESP

A08 24/03/2016 #62

COMPANIES HOUSE