

**Company No: 4928454**

**The Companies Act 1985**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**proposed as**

**ORDINARY AND SPECIAL RESOLUTIONS**

**of**

**SPX AIR FILTRATION LIMITED**

**(Passed pursuant to section 288 of the Companies Act 2006)**

Set out below are resolutions which the directors are proposing

**RESOLUTIONS**

**As ordinary resolutions:**

- 1 **THAT**, with effect from the passing of this resolution the authorised share capital of the Company is increased from £13,000,001 to £13,000,002 by the creation of 1 new ordinary share of £1 00 each
- 2 **THAT**, pursuant to the provisions of section 80 of the Companies Act 1985 (the "Act"), the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by section 80 provided that
  - 2 1 the maximum amount of such securities which may be allotted under this authority (within the meaning of section 80) is up to an aggregate nominal amount of £1 00 (one pound), and
  - 2 2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or renewed, expire on the day immediately prior to the fifth anniversary of the date hereof

**As special resolutions:**

- 3 **THAT**, pursuant to the provisions of section 95 of the Act, the Directors are empowered to allot equity securities (as defined in section 94 of the Act) pursuant to the authority given to them for the purposes of section 80 of the Act by the above resolution as if section 89(1) of the Act did not apply to any such allotment and for all other purposes



- 4 **THAT**, in respect of the allotment of 1 ordinary share of £1 00 each in the capital of the Company to SPX Corporation all rights of pre-emption on allotments of shares in the capital of the Company whether contained in the Articles of Association of the Company or elsewhere are hereby waived by each member signing these resolutions below in order that such allotment may take place
- 5 **THAT**, with effect from the passing of this written resolution the provisions contained in the current Memorandum and Articles of Association of the Company which detail its authorised share capital be and are hereby changed to reflect the increase in such share capital as referred to in Article 1

Dated

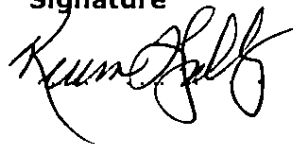
2008

**Name of Shareholder**

**Signature**

**Date of Signature**

SPX Corporation



3-3-08

Copy

Auditors