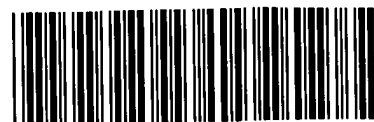


Company No. 10404128

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of**

**R&G FLUID POWER GROUP LIMITED**

FRIDAY



A04 \*AAF0J1HC\* 22/10/2021 #209  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company propose that the resolutions numbered 1 and 2 are passed as ordinary resolutions and that the resolutions number 3 and 4 are passed as special resolutions (together the "Resolutions").

**ORDINARY RESOLUTION**

1. That all Redeemable Preference Shares in the capital of the Company be and are hereby redesignated as Redeemable Preference A Shares having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 2 (subject to that resolution being passed).
2. That the directors be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all powers of the Company to issue and allot 800,000 Redeemable Preference B Shares of £1 each in the capital of the Company to the Land and Lakes Anglesey Limited Pension Scheme, provided that:
  - a. the aggregate of the nominal amount of such shares shall not exceed £800,000.00; and
  - b. this authority shall expire on the date five years after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTIONS**

2. That the new Articles of Association in the form attached to this resolution be approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association; and
3. That, subject to the passing of resolution 0 above, the directors are hereby empowered under Section 570 of the Act to allot the shares set out in resolution 0 as if sub-section (1) of Section 561 of the Act did not apply to any such allotment.

**AGREEMENT**

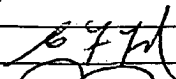
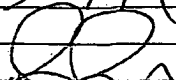
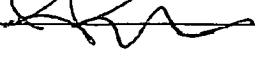
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions:

Date

26 February

2021

Name	Signature
Geoffrey Dallimore	
Brian Scowcroft	
Christopher Frank Ford	
Suzanne Mary Ford	
Richard James Davies	
Catherine Anne Scowcroft	

## **NOTES**

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand, post or email to any of the directors.

You may not return the Resolutions to the Company by any other method.

If you do not agree to all of the Resolutions, 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 Resolutions, you may not revoke your agreement.

3. Unless, by the date 28 days after the Circulation Date, sufficient agreement has been received for the Resolution(s) to pass, they will lapse. If you agree to the Resolution(s), please ensure that your agreement reaches us before or on this date.