



NI033279

## SECTION 288 COMPANIES ACT 2006

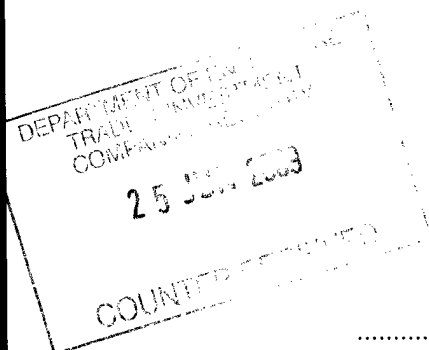
### WRITTEN RESOLUTION

#### G.T. Engineering & (Hydraulics) Limited ("the Company")

We the undersigned members of the Company being all the members who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company (having regard in particular to the transitional arrangements provided by section 300C(2) of the Companies Act 2006 (as implemented by the companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007)) hereby pass the following resolutions as special resolutions:

#### Resolution

1. **THAT** in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, the directors are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.
2. **THAT** the draft purchase of own shares agreement between (1) John McComb (the "Outgoing Shareholder"); and (2) the Company for the purchase by the Company of 49 of its own ordinary shares currently registered in the name of and beneficially owned by the Outgoing Shareholder be and is hereby approved for the purposes of Article 174(2) of the Companies (Northern Ireland) Order 1986.



George Thursby

15th June 2009  
Date

Hazel Thursby

15th June 2009  
Date

#### Note

Under the Companies Act 2006 the directors and the secretary of the Company should send a copy of this resolution to the Company's auditors or otherwise notify them of its contents at or before the time that it is sent to any member for signature. A failure to do this does not affect the validity of the resolution but is a criminal offence punishable with a fine.