

**WRITTEN RESOLUTION**

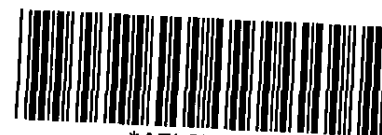
OF

**ADVANCED HYDRAULICS LTD. ("the Company")**

Company Number – 7121700

Dated this 4<sup>th</sup> day of December 2018

FRIDAY

A35 \*A7L9D8IY\*  
21/12/2018 #182  
COMPANIES HOUSE

We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

**THAT:-**

That the Company hereby approve a share for share exchange and that 3 issued shares held by JONATHAN BILNEY (1 share), DAVID WATERHOUSE (1 share) and ROBIN ATTWOOD (1 share) in the issued share capital of the Company be transferred to ADVANCED HYDRAULICS GROUP LTD in exchange for the allotment of new shares to JONATHAN BILNEY AND DAVID WATERHOUSE in ADVANCED HYDRAULICS GROUP LTD to rank pari passu with their existing shareholdings and cash to ROBIN ATTWOOD. Any Pre-emption rights existing in the Articles of Association shall be disapplied for this transaction.

The shareholders shall be required to transfer their shareholding by the execution of a stock transfer form in favour of ADVANCED HYDRAULICS GROUP LTD and in return, shares in ADVANCED HYDRAULICS GROUP LTD shall be allotted as follows:-

1. JONATHAN BILNEY RECEIVES 1 NEW ALLOTTED SHARE IN ADVANCED HYDRAULICS GROUP LTD IN EXCHANGE FOR HIS 1 SHARE BEING TRANSFERRED TO ADVANCED HYDRAULICS GROUP LTD
2. DAVID WATERHOUSE RECEIVES 1 NEW ALLOTTED SHARE IN ADVANCED HYDRAULICS GROUP LTD IN EXCHANGE FOR HIS 1 SHARE BEING TRANSFERRED TO ADVANCED HYDRAULICS GROUP LTD
3. ROBIN ATTWOOD RECEIVES A CASH PAYMENT IN RETURN FOR HIS 1 SHARE BEING TRANSFERRED TO ADVANCED HYDRAULICS GROUP LTD

Signature..... Name

JONATHAN BILNEY

Signature..... Name

DAVID WATERHOUSE

Signature..... Name

ROBIN ATTWOOD

FIRST CORPORATE  
3 OLD ESTATE YARD  
NORTH STOKE LANE  
UPTON CHEYNEY  
BRISTOL BS30 6ND