

SCHEDULE 3

PART A

CERTIFICATE AND AGREEMENT OF PERSONS ACQUIRING THE REGULATION S GDRS UPON DEPOSIT OF SHARES IN THE REGULATION S FACILITY PURSUANT TO CONDITION 1 AND CLAUSE 3.3 OF THE DEPOSIT AGREEMENT

[Date]

The Bank of New York Mellon, as Depositary
101 Barclay Street
New York, New York 10286

Dear Sirs

HMS HYDRAULIC MACHINES & SYSTEMS GROUP PLC

Reference is hereby made to the Deposit Agreement, dated 10 February 2011 (the "**Deposit Agreement**"), between HMS Hydraulic Machines & Systems Group plc (the "**Company**") and The Bank of New York Mellon, as Depositary with respect to Regulation S Global Depositary Receipts ("**Regulation S GDRs**") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given to them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Regulation S Shares in the Regulation S Facility under the Deposit Agreement and issuance of Regulation S GDRs pursuant to Condition 1 and Clause 3.3 of the Deposit Agreement.
2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the Regulation S GDRs and the Regulation S Shares represented thereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Act**").
3. We certify that either:
 - (a) we are, or at the time the Shares are transferred and at the time the Regulation S GDRs are issued will be, the beneficial owner of the Shares represented by such Regulation S GDRs, and (i) we are located outside the United States (within the meaning of Regulation S under the Act) and we have acquired, or have agreed to acquire and will have acquired, the Shares to be transferred outside the United States (within the meaning of Regulation S under the Act), (ii) we are not an affiliate of the Company or a person acting on behalf of such an affiliate, and (iii) we are not in the business of buying and selling securities or, if we are in such business, we did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of the GDRs and the Shares,

OR

- (b) we are a broker-dealer acting on behalf of our customer, and such customer has confirmed to us that it is, or at the time the Shares are transferred and at

the time the Regulation S GDRs are issued will be, the beneficial owner of the Regulation S Shares represented by such Regulation S GDRs and (i) it is located outside the United States (within the meaning of Regulation S under the Act) and it has acquired, or has agreed to acquire and will have acquired, the Shares to be transferred outside the United States (within the meaning of Regulation S under the Act), (ii) it is not an affiliate of the Company or a person acting on behalf of such an affiliate, and (iii) it is not in the business of buying and selling securities or, if it is in such business, it did not acquire the securities to be transferred from the Company or any affiliate thereof in the initial distribution of the GDRs and the Shares.

4. We certify that the Shares being deposited are not "restricted securities" as defined in Rule 144 under the Act.

very truly yours,

[name of CERTIFYING ENTITY]

[By:]
[Title:]

PART B
CERTIFICATE AND AGREEMENT OF AFFILIATES ACQUIRING REGULATION S GDRs UPON DEPOSIT OF SHARES IN THE REGULATION S FACILITY PURSUANT TO CONDITION 1 AND CLAUSE 3.3 OF THE DEPOSIT AGREEMENT

[Date]

The Bank of New York Mellon, as Depositary
101 Barclay Street
New York, New York 10286

Dear Sirs

HMS HYDRAULIC MACHINES & SYSTEMS GROUP PLC

Reference is hereby made to the Deposit Agreement, dated 10 February 2011 (the "**Deposit Agreement**"), between HMS Hydraulic Machines & Systems Group plc (the "**Company**") and The Bank of New York Mellon, as Depositary with respect to Regulation S Global Depositary Receipts ("**Regulation S GDRs**") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This Certification and Agreement is furnished in connection with the deposit of Shares and issuance of Regulation S Global Depositary Receipts (the "**Regulation S GDRs**") and the immediate resale of the Regulation S GDRs in an offshore transaction (as defined in Regulation S under the Securities Act of 1933, as amended (the "**Act**")).
2. We acknowledge that the Regulation S GDRs evidenced thereby and the Shares represented thereby have not been and will not be registered under the Act or with any securities regulatory authority in any state or jurisdiction of the United States.
3. We certify that:
 - (a) we are the beneficial owner of the Shares being deposited, we have sold, or irrevocably agreed to sell, the Regulation S GDRs issued in respect of the Shares so deposited outside the United States in an "offshore transaction" within the meaning of Regulation S under the Act satisfying all of the requirements of Regulation S under the Act, we have not engaged in any "directed selling efforts" (within the meaning given to such term under Regulation S under the Act) in the United States, and we are not aware of the Company having made, or being engaged in, "directed selling efforts" (within the meaning given to such term under Regulation S under the Act) in the United States; and
 - (b) we are located outside the United States (within the meaning of Regulation S under the Act), we acquired the Shares to be deposited outside the United States (within the meaning of Regulation S under the Act) in a transaction satisfying all of the applicable requirements of Regulation S under the Act, and we are not in the business of buying and selling securities; and

- (c) we are (or may be) an affiliate of the Company, and as such we understand that the deposit of Shares, the issuance of the Regulation S GDRs and the sale of the Regulation S GDRs is subject to limitations under the Act and that we are providing this Certification and Agreement to provide comfort to the Depositary and the Company that such deposit, issuance and sale may occur without the need for registration under the Act; and
- (d) we agree to indemnify the Depositary, the Company and any of their officers, directors, agents, employees, and affiliates for any and all liability incurred as a result of their reliance on our certifications herein or in connection with our deposit of Shares, the issuance of the Regulation S GDRs, and the sale of the Regulation S GDRs.

4. We certify that we have confirmed with the Company that the deposit of Shares for the issuance and subsequent sale of Regulation S GDRs is not subject to any limitation or restriction thereon imposed by the Company.

Very truly yours

[NAME OF CERTIFYING ENTITY]

[By:
Title:]