

Registered Number: SC025020

COMPANIES ACT 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF GAS MEASUREMENT INSTRUMENTS LIMITED

DATED 22 January 2009

On 22 January 2009 the following resolution of the above named Company was duly passed by written resolution of all of the members entitled to attend and vote at a general meeting of the Company:-

ORDINARY RESOLUTION

1. "THAT the directors of the Company be and are hereby generally and unconditionally authorised to approve, in connection with the acquisition by the Company of shares in the capital of GMI Group Limited from Derek Manson and the relevant funding arrangements, notwithstanding any conflicts of interest which any of the directors of the Company may have with the interests of the Company, the following:-
  - 1.1. the terms of and entry into the following documents:-
    - 1.1.1. a term loan facility letter from Clydesdale Bank plc (the "Bank") for a facility of £640,000 to be made available to Gas Measurement Instruments Limited;
    - 1.1.2. an overdraft facility letter from the Bank;
    - 1.1.3. a floating charge in favour of the Bank;
    - 1.1.4. a guarantee in favour of the Bank in respect of the obligations of GMI Group Limited and Gas Measurement Instruments Limited to the Bank;
    - 1.1.5. an intercreditor agreement with the Bank, Derek Manson, GMI Group Limited and Gas Measurement Instruments Limited;
  - 1.2. the provision of a loan of £1,820,000 to GMI Group Holdings Limited."

Certified a true copy.

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Director

