

THE COMPANIES ACT 2006 (the "Act")

PRIVATE COMPANY LIMITED BY SHARES

GAS MEASUREMENT INSTRUMENTS LIMITED (the "Company")

On 17 October 2012, the following resolution was passed as a written resolution, pursuant to Chapter 2 of Part 13 of the Act, by the sole member of the Company who, at that date, was entitled to receive notice to attend and vote at general meetings of the Company:

**SPECIAL RESOLUTION**

THAT the provisions of the articles of association of the Company be altered by the insertion of a new Article 8.8 immediately after the existing article 8.7, as follows:

"8.8(a) Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

- (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution");
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to notify the Company or offer the shares which are or are to be the subject of any transfer aforesaid to the members for the time being or any of them, and no such member shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

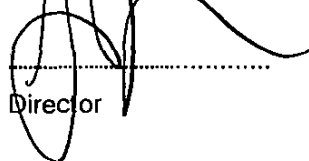


(b) Notwithstanding anything contained in these Articles, Regulation 8 of Table A (Lien) shall not apply to any share held by a Secured Institution."

Dated:

12/19/12

Signed:

A stylized handwritten signature in black ink, consisting of a large loop followed by a series of smaller loops and a long horizontal stroke extending to the right.

Director