

Company Number: 01332851

Horiba Instruments

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

28th November 2012 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that.

- resolution 1 below is passed as an ordinary resolution (the "Ordinary Resolution"), and
- resolution 2 below is passed as a special resolution (the "Special Resolution"),

(together the "Resolutions")

ORDINARY RESOLUTION

- 1 THAT the payment of a final dividend of £7,100,001 be approved and that the same be paid in cash

SPECIAL RESOLUTION

- 2 THAT the share capital of the Company be reduced by paying off 1,099,999 Ordinary Shares of £1 each held by Horiba Europe GmbH, resulting in the cancellation and extinguishment of 1,099,999 of the Company's Ordinary Shares of £1 each and that in settlement of such reduction a payment of £1,099,999 in cash be made to the Company's sole member

Please read the notes at the end of this document before signifying your agreement to the Resolutions below

BY ORDER OF THE BOARD

Director

R. Drake



AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to each of the Resolutions



duly authorised signatory
for and on behalf of
Horiba Europe GmbH

Dated 28th November 2012

NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to nikki.wilson@bakermckenzie.com
- 2 Once you have signified your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document
- 6 Pursuant to the provisions of s502(1) Companies Act 2006, a copy of this document was sent to the Company's auditors, Grant Thornton UK LLP, on the Circulation Date