Company No 4955958

WRITTEN RESOLUTION OF THE MEMBERS OF

GD FIRST (UK) LIMITED (THE "COMPANY")

Circulation date: 29 July 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as a special resolution (the "Special Resolution")

Special Resolution

The articles of association of the Company be altered by the adoption of the two new articles as Article 3 3 and Article 12 2 as follows

> "3 3   *Notwithstanding any other provision of these Articles, the Company's first and paramount lien on every share (whether or not fully paid) called or payable at a fixed time in respect of that share and the extension of that lien to all dividends payable by the Company in respect of that share shall not apply where any such shares have been mortgaged or charged by way of security in which event such lien shall rank behind any such security "*

> "12 2   *Regulations 24, 25 and 26 in Table A shall not apply to the Company in respect of the transfers of shares that have been mortgaged or charged by way of security "*

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Special Resolutions.

These resolutions may be executed in any number of counterparts, with different members signing on different counterparts, each of which when executed and delivered shall constitute an original of these resolutions, but all the counterparts shall together constitute the same document

[Signature page to follow

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We, the undersigned (being all persons who were entitled to vote on the Special Resolutions on the Circulation Date) hereby irrevocably agree to the Special Resolutions
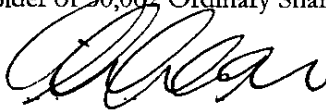
Signed by the members of the Company

By Michael McGrath

Date 30 July 2013

on behalf of Gardner Denver International, Inc
(holder of 50,002 Ordinary Shares in the Company)

By Michael M Larsen

Date 30 July 2013

on behalf of Gardner Denver, Inc
(holder of 18,606 Ordinary Shares in the Company)

By Michael McGrath

Date 30 July 2013

on behalf of Thomas Industries, Inc
(holder of 3,135 Ordinary Shares in the Company)

If you agree with the Special Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company as soon as possible, but in any event before the expiry of 28 days, beginning with the Circulation Date (the **"Lapse Date"**) using one of the following methods

1 1   **By Hand.** delivering the signed copy to GD First (UK) Limited, Springmill Street, Bradford, West Yorkshire, BD5 7HW

1 2   **Post** returning the signed copy by post to GD First (UK) Limited, Springmill Street, Bradford, West Yorkshire, BD5 7HW

1 3   **Fax** faxing the signed copy to 020 3207 1881 marked "Re GD First (UK) Limited"

1 4   **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to olga shucksmith@bryancave com Please enter "Written resolution of the member of GD First (UK) Limited dated [ ] July 2013" in the e-mail subject box

2   If you do not agree with the resolution, you do not need to do anything You will not be deemed to agree if you fail to reply

3   Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement

4   The resolution is passed when the required majority of eligible members have signified their agreement to them, however, none of the resolutions are passed unless all of them are passed

5   If the resolution is not passed by the Lapse Date they will lapse If the Company receives your signed document after the Lapse Date your agreement to the Resolution will be ineffective

6   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

7   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