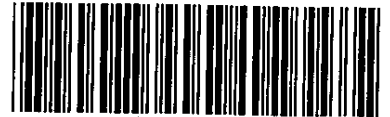


INVENSYS INTERNATIONAL HOLDINGS LIMITED (the "Company")

Company No. 57410

FRIDAY



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18/12/2015

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COMPANIES HOUSE

**SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 ("THE CA 2006") IN THE FORM PRESCRIBED BY THE COMPANIES (REDUCTION OF SHARE CAPITAL) ORDER 2008 (SI 2008/1915) AND MADE FOR THE PURPOSES OF SECTION 642 OF THE CA 2006 ON 18 DECEMBER 2015**

We, the directors named below (being all of the directors of the Company as at the date of this statement), having taken into account all of the Company's liabilities (including any actual, contingent or prospective liabilities) have formed the opinion that

- 1 as regards the Company's situation as at the date of this statement, there is no ground on which the Company could be found unable to pay (or otherwise discharge) its debts, and
- 2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement

Signed by -

TREVOR LAMBETH

Date 18/12 / 2015

TANUJA RANDERY

Date 18/12 / 2015