

INVENSYS INTERNATIONAL HOLDINGS LIMITED (the "Company")

Company No. 57410

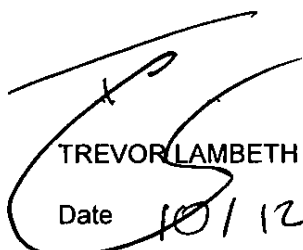
STATEMENT OF COMPLIANCE FOR THE PURPOSES OF SECTION 644(5) OF THE COMPANIES ACT 2006 ("CA 2006") MADE ON 10TH DECEMBER 2015

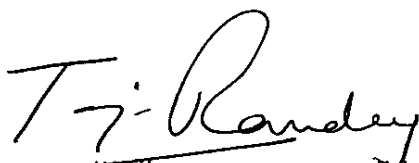
We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement for the purposes of section 644(5) of the CA 2006

We confirm that

- 1 the solvency statement dated 10th December 2015 and made for the purposes of section 642 of the CA 2006 in the form as prescribed by the Companies (Reduction of Share Capital) Order 2008 and section 643 of the CA 2006 (the "**Solvency Statement**") was made not more than 15 days before the date on which the written resolution for the reduction of the capital of the Company was passed as a special resolution, and
- 2 a copy of the Solvency Statement was provided to its sole member in accordance with section 642(2) of the CA 2006

Signed by -


TREVOR LAMBETH
Date 10/12/ 2015


TANUJA RANDERY
Date 10/12/ 2015

