

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

INVENSYS INTERNATIONAL HOLDINGS LIMITED

(the "Company")

10th December 2015

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

SPECIAL RESOLUTION – CAPITAL REDUCTION

- 1 THAT pursuant to Section 641(1)(a) of the Companies Act 2006, the issued share capital of the Company be reduced from £5,077,748,222 to £1,000,000 by
 - 1 1 cancelling the Company's share premium account and capital redemption reserve,
 - 1 2 reducing the nominal value of each of the Company's issued ordinary shares from £0 30769231 to £0 000060596212, and
 - 1 3 crediting the amount by which the share capital is reduced to be a distributable reserve of the Company

AGREEMENT

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

We, the undersigned, were at the time of the circulation of the Resolution, entitled to vote on, and hereby irrevocably agree to, the Resolution


For and on behalf
Invensys Group Limited

10/12/2015
Dated

MONDAY



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LD1

14/12/2015

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COMPANIES HOUSE

NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 You must indicate your agreement to the Resolution within the period of 15 days from the date of the solvency statement accompanying the Resolution (irrespective of the lapse date referred to in note 4).
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse.