

COMPANY NUMBER 00443687

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

JOHNSON CONTROLS AUTOMOTIVE (UK) LTD

(the Company)

CIRCULATED ON 30 SEPTEMBER 2014

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**

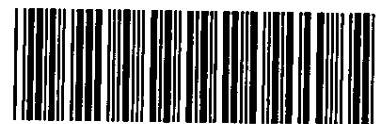
Change to the Company's Articles of Association

THAT the articles of association be and are hereby modified by adding the provisions set out below, and thereafter renumbering the remaining articles

40 Procedure for declaring dividends

- (1) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- (2) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- (3) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights
- (4) Unless the shareholders' resolution to declare, or directors' decision to pay, a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it
- (5) If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend(s) is or are in arrears
- (6) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the cumulative distributable reserves (profits) available for distribution justify the payment

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(7) No ordinary share or Cumulative preference share fixed rate dividend shall be paid unless it is recommended by the directors to the shareholders to be paid, such recommendation to be at the absolute discretion of the directors

(8) To the extent dividends are not paid or declared in a year on the cumulative fixed rate shares the fixed rate dividends for that year shall be converted into rights in appreciation of the Company to be settled upon a return of capital wind up or otherwise

(9) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

41 Payment of dividends and other distributions

(1) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means

(a) by transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide,

(b) by sending a cheque made payable to the distribution recipient by post to the distribution recipient at his, her, or its last registered address (if the distribution recipient is a holder of the share) or, in any other case, to an address specified by the distribution recipient either in writing or as the directors may otherwise decide,

(c) by sending a cheque made payable to such person by post to such person at the address the distribution recipient has specified either in writing or as the directors may otherwise decide, or

(d) by any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide

(2) In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable

(a) the holder of the share, or

(b) if the share has two or more joint holders, whichever of them is named first in the register of members, or

(c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee

42 No interest on distributions

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by

- (a) the terms on which the share was issued, or
- (b) the provisions of another agreement between the holder or holders of that share and the company

43 Unclaimed distributions

- (1) All dividends or other sums which are
 - (a) payable in respect of shares, and
 - (b) unclaimed after having been declared or become payable,may be invested or otherwise made use of by the directors for the benefit of the company until claimed
- (2) The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it
- (3) If
 - (a) twelve (12) years or more have passed from the date on which a dividend or other sum became due for payment, and
 - (b) the distribution recipient has not claimed itthe distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company

44 Non-cash distributions

- (1) Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)
- (2) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution
 - (a) fixing the value of any assets,
 - (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
 - (c) vesting any assets in trustees


45 Waiver of distributions


Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

PLEASE READ THE EXPLANATORY NOTES AT THE END OF THIS DOCUMENT BEFORE SIGNIFYING YOUR AGREEMENT TO THE RESOLUTIONS

We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and irrevocably agree to the resolution

Signed  Date 30/9/14
For and on behalf of Johnson
Controls (UK) Limited

Signed  Date 30/9/14
For and on behalf of Johnson
Controls Facilities Limited

EXPLANATORY NOTES FOR SHAREHOLDERS

1 If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods

1 1 BY HAND by delivering the signed copy to 2 The Briars, Waterberry Drive, Waterlooville, Hants PO7 7YH

1 2 BY POST by returning the signed copy by post to 2 The Briars, Waterberry Drive, Waterlooville, Hants PO7 7YH

1 3 BY E-MAIL by attaching a scanned copy of the signed document to an e-mail and sending it to deborah.jolene.page@jci.com or, if scanning of a signed document is not possible, by sending an e-mail to deborah.jolene.page@jci.com stating the agreement to the resolution in the text of the e-mail. Please enter "For the attention of Deborah Page" in the e-mail subject box

If you do not agree to the above resolutions, you do not need to do anything

2 Once you have signified your agreement to the resolution, you may not revoke your agreement

3 Unless, by the lapse date, being the date prescribed by the articles of association of the company or, if no date is prescribed in the articles, the date at the end of the 28 day period beginning on the circulation date, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolution, please ensure that signification of your agreement reaches us before or on this date

4 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e., members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it

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