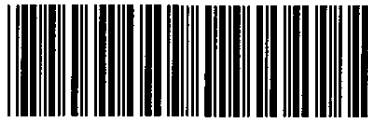


THURSDAY



LD2 *L7DY4L2Y* 06/09/2018 #16
COMPANIES HOUSE

Company No: 01342230

PRIVATE COMPANY LIMITED BY SHARES

COPY WRITTEN RESOLUTION

of

**EATON ELECTRICAL PRODUCTS LIMITED
("Company")**

Passed on 5 September 2018

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed as ordinary and special resolutions:

ORDINARY RESOLUTIONS

1. **That**, the authorised share capital of the Company be and is hereby increased from £40,000 divided into 40,000 ordinary shares of £1.00 each to £41,000 by the creation of 1,000 new ordinary shares (ranking *pari passu* in all respects with the existing ordinary shares) having the rights and privileges and being subject to the restrictions contained in the articles of association of the Company in force as at the date of these resolutions.
2. **That**, subject to the passing of Resolution 1, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot, or to grant rights to subscribe for, or to convert any security into, ordinary shares of £1.00 each in the capital of the Company up to an aggregate nominal amount of £1,000, such shares having the rights set out in the articles of association of the Company from time to time, **provided that** (unless previously revoked, varied or renewed) this authority shall expire on the fifth anniversary of the date of this resolution, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired. This authority is in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).
3. **That**, subject to the passing of Resolutions 1, 2 and 4, on the recommendation of the directors, it is desirable to capitalize the sum of £105,145,000 standing to the credit of the reserve referred to as the "Capital Contribution Reserve" in the Company's accounts, and that such sum be appropriated to Eaton Holding (UK) II Limited in its capacity as sole shareholder of the Company and applied in paying up in full one new ordinary share of £1.00 in the capital of the Company to be allotted and issued, credited as fully paid up as to £1.00 in respect of its par value and as to £105,144,999 in respect of share premium, to Eaton Holding (UK) II Limited.

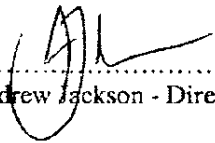
SPECIAL RESOLUTION

4. **That**, subject to the passing of Resolutions 1 and 2, and pursuant to section 570 of the act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by Resolution 2 up to an

aggregate nominal amount of £1,000 as if section 561 of the Act did not apply to any such allotment, **provided that** (unless previously revoked, varied or renewed) this power shall expire on the fifth anniversary of the date of this resolution, but the company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired. This power is in substitution for all existing powers under section 570 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect.

[signature page follows]

[Signature page for File Copy Written Resolution]


.....
Andrew Jackson - Director