

COMPANY NUMBER 01804419

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

RESOLUTION OF

SABROE LIMITED

(the Company)

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

SPECIAL RESOLUTION

THAT the issued share capital of the Company be reduced from £695,780,748 divided into 347,840,374 ordinary shares of £1 00 each to and 347,840,374 preference shares of £1 00 each to £550,480,748 divided into 347,940,374 ordinary shares of £1 00 each and 202,540,374 preference shares of £1 00 each to by the cancellation of 145,300,000 preference shares

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

AGREEMENT

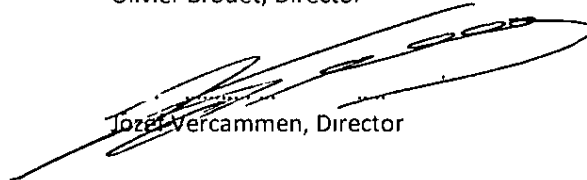
The undersigned, a person entitled to vote on the Resolution on July 29, 2014, hereby irrevocably agrees to the Resolution

Signed for and on behalf of
Johnson Controls International NV

Date July 29, 2014



Olivier Brouet, Director



Jozef Vercammen, Director

WEDNESDAY



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13/08/2014

#289

COMPANIES HOUSE

NOTES

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

- **By Hand** delivering the signed copy to 2 The Briars, Waterberry Drive, Waterlooville, Hampshire, PO7 7YH
- **Post** returning the signed copy by post to 2 The Briars, Waterberry Drive, Waterlooville, Hampshire, PO7 7YH
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to lori.kennedy@jci.com Please enter "Written resolution dated July 29, 2014" in the e-mail subject box

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 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by August 12, 2014, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

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