

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

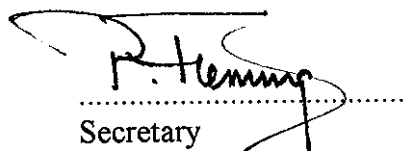
JOHNSON CONTROLS (UK) LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 5757 North Green Bay Avenue Milwaukee on 30th August 1996 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the share capital of the Company be hereby increased from £38,100,000 to £48,100,000 by the creation of 10,000,000 new Redeemable Preference Shares of £1 each having the rights set out in the Company's Articles of Association and ranking pari passu in all respects with the existing Redeemable Preference Shares.
2. That, in substitution for any previous authority, the directors be hereby generally and unconditionally authorised, in accordance with section 80 Companies Act 1985, to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of relevant securities of £48,100,000; and this authority will (unless renewed) expire five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires.
3. That the directors be hereby given power in accordance with section 95 Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Act did not apply to the allotment.

Dated 30th August 1996


Secretary

