

No 02215149

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

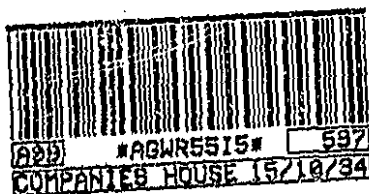
JOHNSON CONTROLS (U.K.) LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 5757 N. Green Bay Avenue, Milwaukee WI on 10th October 1994 the following Resolution was duly passed as a Special Resolution:-

THAT

- (1) the authorised share capital of the Company be hereby increased from £100,000 to £38,100,000 by the creation of 38,000,000 Redeemable Preference Shares of £1 each having the rights set out in the new Articles of Association referred to in paragraph (4) below;
- (2) 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 £38,000,000; 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

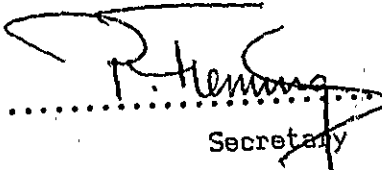
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allotted after this authority expires;

- (3) 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 paragraph (2) above as if section 89(1) of the Act did not apply to the allotment;
- (4) the regulations produced to the meeting and signed by the secretary for identification purposes be hereby adopted as the Articles of Association of the Company in substitution for all existing regulations.

Dated 10th October 1994


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Secretary