

Company Number: 2215149

**THE COMPANIES ACT 1985  
(as amended by the Companies Act 1989)**

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**COMPANY LIMITED BY SHARES**

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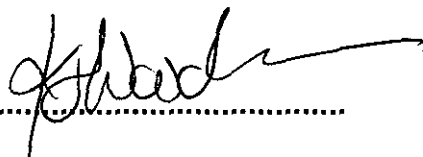
**WRITTEN RESOLUTIONS**

**OF**

**JOHNSON CONTROLS (U.K.) LIMITED ("the Company")**

In accordance with section 381A Companies Act 1985 the following Written Resolutions were agreed to and were duly passed on *3 September* 2004.

- 1 THAT the authorised share capital of the Company be increased to £150,100,000 by the creation of 102,000,000 Redeemable Preference Shares of £1 each such shares having attached to them the respective rights set out in the articles of association of the Company.
- 2 THAT in substitution for any previous authority, the Directors be hereby generally and unconditionally authorised, in accordance with section 80 of the Act, to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of relevant securities of £150,100,000 provided that this authority will expire on the date being 5 years from the date on which this resolution is passed.
- 3 THAT the Directors be hereby given power in accordance with section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) pursuant to resolution 2 above as if section 89(1) of the Act did not apply to the allotment.

  
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**Secretary**

