

TUESDAY



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14/06/2016

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COMPANIES HOUSE

Company No 02215149

Johnson Controls (U.K.) Limited

Written Resolution of the Members of the Company

Circulation Date. 13 June 2016

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 (the "Resolution")

Special Resolution

THAT, the directors of the Company having on 13 June 2016 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share capital be reduced from £78,831,902 to £45,010,000 by cancelling 97,561 of the issued Preference Shares of £100 each, 240,658 of the issued "B" Preferred Ordinary Shares of £100 each and 2 of the issued "B" Ordinary Shares of £1.00 each in the capital of the Company

Agreement

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

The undersigned, being persons entitled to vote on the Resolution on 13 June 2016, hereby irrevocably agree to the Resolution

Signed on behalf of
JOHNSON CONTROLS HOLDING UK LIMITED

Stuart Fowles, Director

Date

13 June 2016

Signed on behalf of
HOOVER UNIVERSAL, INC

Brian J. Cadwallader, President

Date

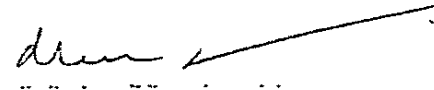
June 13, 2016

NOTES

- 1 If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post
- 2 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

- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, by midnight on 28 June 2016, 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 this time.

The above special Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 13 June 2016, the signatories being duly authorised to sign the written resolution on behalf of the members of the Company who were entitled to vote on the resolution on the date on which the resolution was first circulated



Mark Ayre
Director