

Company Number: 02609164

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

JOHNSON CONTROLS FACILITIES 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 be passed as:

SPECIAL RESOLUTION

1. **THAT** the share capital of the Company be reduced from 162,734,340 ordinary shares of £0.05 each, all of which have been issued and are fully paid, to one Ordinary share of £0.05 by cancelling and extinguishing in full 162,734,339 Ordinary shares of £0.05 each and crediting the amount by which the share capital is reduced (being £8,136,716.95) to the Company's profit and loss account and treated as realised profit.
2. **THAT** the share premium account of the Company of £9,000.00 be cancelled and extinguished and be credited to a reserve which is to be treated as realised profit.
3. **THAT** the capital redemption reserve fund of the Company of £302,322.00 be cancelled and extinguished and be credited to a reserve which is to be treated as realised profit.

Circulation date: 11th February 2020

AGREEMENT

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

We, the undersigned, being persons entitled to vote on the above resolution, Irrevocably agree to such resolution:

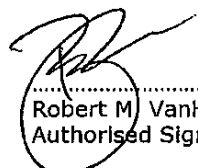
Name of Shareholder

Signature

**Date of
Signature**

Hoover Universal, Inc.

For and on behalf of Hoover Universal, Inc.


Robert M. VanHimbergen
Authorised Signatory

11-Feb-2020

WEDNESDAY



R8Y0FQ0Y

RM

12/02/2020

#45

COMPANIES HOUSE