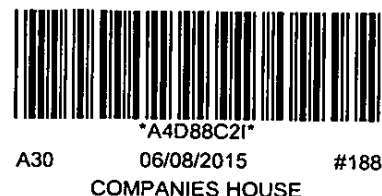


COMPANY NUMBER 08993483

THURSDAY



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

JOHNSON CONTROLS BUILDING EFFICIENCY UK LTD

(the Company)

CIRCULATED ON June 23, 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution one be passed as an ordinary resolution and resolution two be passed as a special resolution

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot all relevant securities in the Company up to an aggregate nominal amount of £6,500,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on June 23, 2020

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006

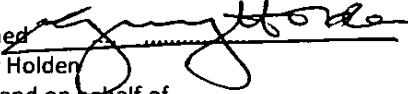
2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1 as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall

- 2 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £6,500,000, and
- 2 2 expire on June 23, 2020 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

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

We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and irrevocably agree to the resolution

Signed  Date June 23, 2015
Guy Holden
For and on behalf of
Johnson Controls Limited

EXPLANATORY NOTES FOR SHAREHOLDERS

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods
- 1 1 BY HAND by delivering the signed copy to 2 The Briars, Waterberry Drive, Waterlooville, Hants PO7 7YH
- 1 2 BY POST by returning the signed copy by post to 2 The Briars, Waterberry Drive, Waterlooville, Hants PO7 7YH
- 1 3 BY E-MAIL by attaching a scanned copy of the signed document to an e-mail and sending it to amy.james@jci.com or, if scanning of a signed document is not possible, by sending an e-mail to amy.james@jci.com stating the agreement to the resolution in the text of the e-mail Please enter "For the attention of Amy James – Project #3341" in the e-mail subject box

If you do not agree to the above resolutions, you do not need to do anything

- 2 Once you have signified your agreement to the resolution, you may not revoke your agreement
- 3 Unless, by the lapse date, being the date prescribed by the articles of association of the company or, if no date is prescribed in the articles, the date at the end of the 28 day period beginning on the circulation date, sufficient agreement has been received for the resolution to be passed, it will lapse If you agree to the resolution, please ensure that signification of your agreement reaches us before or on this date
- 4 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (ie, members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document