

**THE FOLLOWING WRITTEN RESOLUTIONS OF  
THE SOLE MEMBER OF  
AJC JOHNSON CONTROLS LIMITED  
WERE PASSED ON 1 MARCH 2002**

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**Special resolution**

1. 'THAT the Company be wound up voluntarily.'

**Ordinary resolutions**

2. 'THAT Tim Walsh and Richard Setchim of PricewaterhouseCoopers, Cornwall Court, 19 Cornwall Street, Birmingham B3 2DT, be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.'
3. 'THAT the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up, including those falling outside of statutory duties undertaken at the request of the sole member, such remuneration to be drawn monthly, or at such longer intervals as they may determine.'
4. 'THAT the Company's books and records be held to the order of the Joint Liquidators, and may not be destroyed until two years after the dissolution of the Company.'

**Extraordinary resolution**

5. 'THAT, in accordance with the provisions of the articles of association, the Joint Liquidators be and are hereby authorised to:
  - a) Distribute to the sole member of the Company in specie the whole or any part of the assets of the Company.
  - (b) Value any assets and determine how the distribution shall be carried out to the sole member.
  - (c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the sole member, but the sole member shall not be compelled to accept any asset upon which there is a liability.'

Signed .....  
Kenneth Frederick John Smith  
For and on behalf of the sole member  
Johnson Controls Automotive (UK) Limited

