

Company Number – 00860907

CERTIFIED TO BE A TRUE  
COPY OF THE ORIGINAL  
*Baker & McKenzie LLP*  
BAKER & MCKENZIE LLP  
SOLICITORS  
100 NEW BRIDGE STREET  
LONDON EC4V 6JA

**BOURNS ELECTRONICS LIMITED**

(the "Company")

**SHAREHOLDER'S WRITTEN RESOLUTION**

November 18, 2010

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 share capital of the Company be reduced by £2,010,725 by cancelling and extinguishing 2,010,725 ordinary shares of £1 00 each issued by the Company to Bourns (UK) Acquisition Limited

AND THAT the amount by which the share capital is reduced be credited to a distributable reserve of the Company

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

**BY ORDER OF THE BOARD**

*Gordon L. Bourns*

Gordon L. Bourns, Director

**AGREEMENT**

THE UNDERSIGNED, being the sole shareholder of the Company on November 18, 2010, HEREBY IRREVOCABLY AGREES to the Special Resolution

*Gerald T. Young*  
Gerald T. Young,  
duly authorised signatory  
for and on behalf of  
Bourns (UK) Acquisition Limited

WEDNESDAY



\*LFOPTPD8\*  
LD1 24/11/2010 89  
COMPANIES HOUSE

Dated November 18, 2010

## NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand to one of Gordon L Bourns or William P McKenna at 1200 Columbia Avenue, Riverside, CA 92507
- 2 Once you have signified your agreement to the Resolution, you may not revoke your agreement<sup>1</sup>
- 3 A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document

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<sup>1</sup> See s296(3) CA 2006