

29131

The Companies Act 2006
Private Company Limited by Shares
Written Resolutions

TUESDAY



INGERSOLL RAND SECURITY TECHNOLOGIES LIMITED

of

("the Company")

Circulated on 26/09/2013 ("Circulation Date")

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

Special Resolution

- 1 **THAT** the issued share capital of the Company be reduced from £ 32,248,720 divided into 128,994,880 ordinary shares of £0 25 each to £6,048,720 divided into 24,194,880 ordinary shares of £0 25 each by cancelling and extinguishing 104,800,000 ordinary shares of £0 25 each, and that the amount so cancelled be credited to a distributable reserve
- 2 **THAT** the share premium account of the Company is cancelled and the amount of the share premium account so cancelled be credited to a distributable reserve

Agreement

Please read the notes at the end of this document before signing your agreement to the special resolution

The undersigned, a person entitled to vote on the Resolution on the Circulation Date hereby irrevocably agrees to the Resolution

Signed by **Stephen Taylor**

For and on behalf of **Ingersoll-Rand
Investments Limited**

Date

26 September 2013

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version using one of the methods below

By hand or by post by delivering or returning the signed copy to Ingersoll-Rand International Limited, 170/175 Lakeview Drive, Airside Business Park, Swords, Co Dublin, Ireland, for the attention of Mihaela Cristea

By email: by attaching a scanned copy of the signed document to an e-mail and sending it to mihaela_cristea@eu.ircoco.com Please enter "Ingersoll Rand Security Technologies Limited written resolutions" in the e-mail subject box

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

- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, 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 or during this date