

15 - 01 - 98

Company No. 443687



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

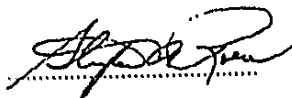
JOHNSON CONTROLS AUTOMOTIVE (UK) LIMITED

We, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolutions be passed as written resolutions having effect as special resolutions of the Company in accordance with section 381A Companies Act 1985 and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

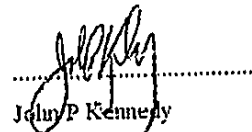
- 1 THAT the share capital of the Company be hereby increased from £12,500,000 to £123,900,000 by the creation of 111,400,000 new preference shares of £1 each having the rights set out in the new articles of association referred to in resolution 4 below.
- 2 THAT in substitution for any previous authority, the directors be hereby generally and unconditionally authorised, in accordance with section 80 Companies Act 1985, to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of relevant securities of £111,400,000 provided that this authority will expire on the date being five years from the date on which this resolution is passed but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires and the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired

- 3 THAT the Directors be hereby given power in accordance with the section 95 Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Act did not apply to the allotment provided that such power shall expire when the authority conferred by resolution 2 is revoked or expires.
- 4 THAT the regulations annexed to this resolution be hereby adopted as the new Articles of Association of the Company in substitution for all existing regulations.

Dated January 5, 1998



Duly authorised signatory of
Johnson Controls (UK) Limited



John P. Kennedy