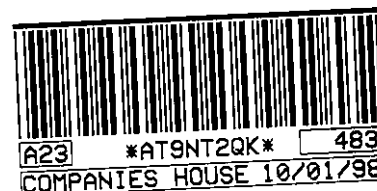


Company No. 443687



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

JOHNSON CONTROLS AUTOMOTIVE (UK) LIMITED

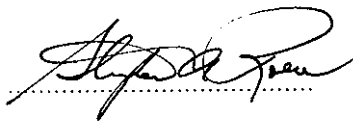
We, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolutions be passed as written resolutions having effect as special resolutions of the Company in accordance 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.

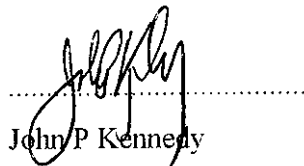
- 2 **THAT** in substitution for any previous authority, the directors be hereby generally and unconditionally authorised, in accordance with section 80 Companies Act 1985, to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of relevant securities of £111,400,000 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, 199 8



Duly authorised signatory of
Johnson Controls (UK) Limited



John P Kennedy

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

JOHNSON CONTROLS AUTOMOTIVE (UK) LIMITED

(adopted by Special Resolution passed on 05/01/00)

PRELIMINARY

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

3. The authorised share capital of the Company at the date of adoption of these Articles is £123,900,000 divided into 1,500,000 ordinary shares of £1 each ("Ordinary Shares") and 11,000,000 redeemable shares of £1 each ("Redeemable Shares") 111,400,000 preference shares of £1 each ("Preference Shares").
4. The Ordinary Shares and the Redeemable Shares shall rank pari passu in all respects save that the Redeemable Shares shall be redeemable in accordance with the following provisions of this Article:-
 - 4.1 A holder of Redeemable Shares may (subject to the provisions of the Companies Act 1985) require the Company at any time to redeem all or any of the Redeemable Shares then outstanding out of any profits or monies of the Company which may lawfully be applied for that purpose by the giving of not less than one week's notice in writing to the Company stating the date upon which redemption of his Redeemable Shares is to take place and the number of his Redeemable Shares to be redeemed.
 - 4.2 The Company shall (subject to the provisions of the Companies Act 1985) be entitled at any time to redeem all or any of the Redeemable Shares then outstanding out of any profits or monies of the Company which may lawfully be applied for that purpose by the giving of not less than one week's notice in writing to each of the holders of Redeemable Shares whose Redeemable Shares are to be redeemed stating the date fixed by the Company for redemption of his Redeemable Shares and the number of his Redeemable Shares to be redeemed.
 - 4.3 If the Company proposes to redeem some but not all of the Redeemable Shares for the time being outstanding pursuant to Article 4.2, the Redeemable Shares to be redeemed shall as between the holders of the Redeemable Shares be (as nearly as may be) such proportion of the total number of Redeemable Shares to be redeemed as the number of Redeemable Shares held by such holders bears to the total number of Redeemable Shares then in issue.
 - 4.4 On the date specified in any notice given pursuant to Article 4.1 or, as the case may be, Article 4.2 the Company shall be bound to redeem the Redeemable Shares in respect of which such notice has been given and each holder of the Redeemable Shares to be redeemed shall be bound to deliver to the Company at its registered office or such other place as may be agreed between the Company and such holder the certificate or certificates for such Redeemable Shares and upon such delivery and against the receipt of the shareholder for the redemption monies payable in respect of such Redeemable Shares the Company shall pay to such shareholder the redemption monies payable to him in respect of such Redeemable Shares.
 - 4.5 The Company shall, in the case of a redemption in full, cancel the share

certificate(s) of the shareholder concerned and, in the case of a redemption of part of the Redeemable Shares included in a certificate or certificates, issue to the shareholder concerned a fresh certificate for the balance of the Redeemable Shares included in such certificate or certificates which have not been redeemed on that occasion.

- 4.6 If any holder of Redeemable Shares whose shares are liable to be redeemed under this Article 4 shall fail or refuse to deliver up the certificates for his Redeemable Shares, the Company may retain the redemption monies until delivery of the certificate(s) or of an indemnity in respect thereof satisfactory to the Company but shall within seven days thereafter pay the redemption monies to such holder.
- 4.7 There shall be paid on each Redeemable Share redeemed the amount paid up thereon together with a sum equal to the aggregate of all arrears of dividends in respect thereof.
- 4.8 The receipt of the registered holder for the time being of any Redeemable Shares or, in the case of joint registered holders, the receipt of any of them for the monies payable on redemption thereof shall constitute an absolute discharge to the Company in respect thereof.
- 4.9 If on the date specified in any notice given pursuant to Article 4.1 or, as the case may be, Article 4.2 the Company is unable to redeem any Redeemable Shares in respect of which such notice has been given, such Redeemable Shares shall instead be redeemed on the earliest date that the Company is thereafter able to effect such redemption.
- 5.1 The Preference Shares carry the right to receive a cumulative preferential dividend at the rate of 13.25% per annum (inclusive of the associated tax credit) on the amount paid up or credited as paid up on each Preference Share and calculated on the basis of the number of days elapsed from the date of issue of the Preference Shares until the payment date and on the basis of a 365 day year.
- 5.2 On a winding up or repayment of capital the holders of the Preference Shares shall be entitled to repayment of the capital paid up on those shares (together with a sum equal to any arrears or deficiency of the dividend due whether declared or earned or not, calculated down to the date of the return of capital) in priority to any payment to the holders of Ordinary Shares and Redeemable Shares.
- 5.3 The Preference Shares shall not entitle the holders to any further or other participation in the profits or assets of the Company nor to receive notice of or attend or vote at any general meeting.
- 5.4 The creation of further shares ranking in any respect in priority to or *pari passu* with the Preference Shares in the present capital shall be deemed to

constitute a variation of the special rights attached to the Preference Shares.

VARIATION OF RIGHTS

6. If at any time the capital of the Company is divided into different classes of shares, the rights attached to any class may (unless otherwise provided by the terms of issue of that class) be varied or abrogated, whether or not the Company is being wound up, either with the consent in writing of the holders of 75 per cent of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a separate meeting of such holders. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such meeting but so that the necessary quorum shall be one person at least holding or representing by proxy one fifth of the issued shares of the class and that any holder of the shares of that class present in person or by proxy may demand a poll.

SHARE CERTIFICATES

7. Regulation 6 of Table A shall apply subject to the addition of the words "or otherwise executed by or on behalf of the Company" after the words "sealed with the seal" in the second sentence thereof.

TRANSFER OF SHARES

8. Subject as provided in the next following Article, the directors may in their absolute discretion and without giving any reason decline to register any transfer of any share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.
9. (a) For the purpose of this Article the expression "the Holding Company" means the body corporate (if any), being a member of the Company, which is within the meaning of section 736 of the Act a holding company of the Company, and a copy of any resolution of the board of directors (or equivalent body) of the Holding Company certified by any director or the secretary (or equivalent officer) of the Holding Company and deposited at the office or delivered at a meeting of the directors to the chairman or to the secretary or to any director shall be sufficient evidence of the passing thereof.
- (b) The Holding Company may by resolution of its board of directors (or equivalent body) declare that any share of the Company is held by the registered holder thereof as the nominee of the Holding Company (or in the case of a share registered in the name of a deceased or bankrupt holder was so held at the time of his death or bankruptcy) and name some other person as authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder and the directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder or by his personal representatives or trustee in bankruptcy and notwithstanding that it may not be accompanied by the certificate for that share.

TRANSMISSION OF SHARES

10. The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall not, before being registered as the holder of the share, be entitled in respect of it to receive notice of any meeting of the Company or of any separate meeting of the holders of any class of shares in the Company. Regulation 31 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

11. Subject to the provisions of section 369 of the Act permitting agreement to shorter notice, an annual general meeting or a general meeting called for the passing of a special resolution or an elective resolution shall be called by at least 21 clear days' notice, and all other general meetings shall be called by at least 14 clear days' notice. The agreement of any one of the joint holders of a share to shorter notice shall be deemed the agreement of all of them in respect of that share. The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted. In the case of an annual general meeting the notice shall specify the meeting as such. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the auditors, but omission to give notice to the auditors shall not invalidate the proceedings at the meeting. Regulation 38 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

12. All business that is transacted at an extraordinary general meeting shall be deemed special business, and all business that is transacted at an annual general meeting shall also be deemed special business with the exception of:-
 - (a) the consideration of the reports of the directors and auditors, the accounts and balance sheet, and any other documents required to accompany or to be annexed thereto;
 - (b) sanctioning and declaring dividends;
 - (c) the election of directors to fill vacancies caused by directors retiring by rotation or otherwise;
 - (d) the appointment of auditors where special notice of such appointment is not required by the Act and the fixing of their remuneration;

(e) the giving, variation or renewal of any authority to the directors for the purpose of section 80 of the Act.

13. Regulation 41 of Table A shall apply subject to the addition of the following sentence:

"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

14. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said regulation. In the case of joint holders of a share, the joint holder whose name stands first in the register of members in respect of the joint holding may sign on behalf of all the joint holders of that share any resolution in writing which is proposed to take effect as if it were a resolution of the members or of any class of the members (whether under Regulation 53 of Table A, section 381A of the Act or otherwise) and may receive on behalf of all the joint holders of that share any document which is required by Schedule 15A to the Act to be supplied to the joint holders in connection with that resolution.

VOTES OF MEMBERS

15. Regulation 62 of Table A shall apply subject to the addition at the end of paragraph (c) of the word "or" and the following paragraph (d):

"(d) be delivered at any time before the commencement of the proceedings to any director or to the secretary at the place appointed for the holding of the meeting or adjourned meeting or the taking of the poll;"

NUMBER OF DIRECTORS

16. Unless otherwise determined by ordinary resolution the minimum number of directors shall be one. For so long as the minimum number of directors is one, a sole director shall have and exercise all the powers, duties and discretions conferred on or vested in the directors by these Articles. A sole director may constitute himself as a meeting and shall constitute a quorum. The quorum for the transaction of the business of the directors shall be the number fixed by or in accordance with Regulation 89 of Table A or, if less, the number of directors for the time being in office; but if the number of directors is less than any minimum number of directors fixed by or in accordance with these Articles, the continuing director or directors may act only for the purpose of appointing directors or of calling a general meeting. Regulations 64 and 89 of Table A shall be modified accordingly and Regulation 90 of Table A shall not apply.

ALTERNATE DIRECTORS

17. At the end of Regulation 66 of Table A there shall be added the following:

"nor shall any meeting of directors be invalid by reason that notice thereof or of any

business to be transacted thereat was not given to any alternate director if his appointor attends such meeting. A person nominated to be an alternate director may (if his appointor is not personally present) be counted in the quorum at the meeting and vote upon the resolution to approve his appointment as alternate director."

POWERS OF DIRECTORS

18. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

19. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS

20. The holder or holders for the time being of a majority in nominal value of the shares of the Company carrying the right to attend and vote at general meetings of the Company may at any time by notice in writing signed by him or them or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the office or delivered at a meeting of the directors or at a general meeting of the Company to the chairman (unless such notice relates to the chairman) or to the secretary or to any director to whom the notice does not relate appoint any person to be a director either to fill a vacancy or as an additional director and by like notice remove any director from office notwithstanding anything in the Articles or in any agreement between the director and the Company.
21. Without prejudice to the powers conferred by the last preceding Article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director. A director so appointed shall not be required to retire at the next annual general meeting and regulation 79 of Table A shall not apply.
22. The directors shall not be liable to retirement by rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
23. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office

pursuant to the Articles. Regulation 81 of Table A shall be modified accordingly.

24. Section 293 of the Act (age limit for directors) shall not have effect in relation to the Company.

REMUNERATION OF DIRECTORS

25. The ordinary remuneration of the directors shall be such amount as the directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the directors may determine or, failing agreement, equally. Subject as aforesaid, a director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. Regulation 82 of Table A shall not apply.

DIRECTORS' APPOINTMENTS AND INTERESTS

26. Regulation 86 of Table A shall apply subject to the deletion of the word "and" after paragraph (a) and the addition of the following paragraphs:

"(c) an interest of which the directors are aware shall be deemed to have been disclosed; and

(d) disclosure to those directors who participate in the decision on a transaction, arrangement or other matter shall be deemed disclosure to the directors."

If a director has complied with Regulations 85 and 86 of Table A (as modified by these Articles) in respect of a transaction or arrangement, he shall not be accountable to the Company for any benefit which he derives from the transaction or arrangement, nor shall it be liable to be avoided, on the ground of his omission to comply with the separate duty to disclose his interest under section 317 of the Act.

PROCEEDINGS OF DIRECTORS

27. Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" wherever it occurs in the said regulation.
28. Provided that he has disclosed the nature and extent of any material interest of his, a director shall be entitled to vote on any resolution in respect of any transaction or arrangement in which he has an interest and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall not apply.
29. Any director or other person may participate in a meeting of directors or of a committee of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and

any persons participating in the meeting in this manner shall be deemed to be present in person at that meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

ASSOCIATE DIRECTORS

30. The directors may at any time and from time to time appoint any person to be an associate director having such title including the word "director" as the directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company and shall not be a member of the board. Subject as aforesaid, the directors may define and limit the powers and duties of any associate directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

INDEMNITY

31. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the directors, alternate directors, auditors, secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply