

756091

ABB BUILDING TECHNOLOGIES LIMITED

WRITTEN RESOLUTIONS

Circulated to the members of the company on 3 September 2009 in accordance with Section 281(1) of the Companies Act 2006

Expiration date of 1 October 2009 in accordance with Section 297 of the Companies Act 2006

Special Resolutions

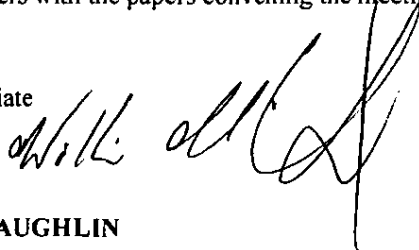
1. That the company be wound up voluntarily and that Joint Liquidators be appointed for the purposes of such winding up;
FOR/AGAINST*
2. That pursuant to Section 9 of the Companies Act 1985, if necessary and appropriate, the Articles of Association of the company be amended as necessary to permit the distribution of the whole or any part of the assets of the company in specie or in kind, and that the Joint Liquidators be and are hereby authorised to divide and distribute amongst the members, in specie or in kind, the whole or any part of the assets of the company, and to determine how such division and distribution shall be carried out as between the members;
FOR/AGAINST*
3. That the Joint Liquidators be and are hereby authorised to pay or make an advance distribution to the members, if they consider it appropriate and prudent to do so, in an amount that they shall determine at their sole discretion, or if in specie or in kind, of such of the assets as they shall determine in their sole discretion, in such proportions as they shall determine.
FOR/AGAINST*

Ordinary Resolutions

1. That Lindsey Cooper and Don Bailey of Baker Tilly Restructuring and Recovery LLP, 3 Hardman Street, Manchester M3 3HF be and are hereby appointed Joint Liquidators to the company, to act on a joint and several basis;
FOR/AGAINST*
2. That the Joint Liquidators' fees and disbursements be fixed on the basis of the time necessarily spent by them and their staff in the discharge of their duties at Baker Tilly Restructuring and Recovery LLP's standard charging rates, together with any out of pocket expenses incurred, and may be drawn on account;
FOR/AGAINST*
3. That the Joint Liquidators be authorised to draw 'Category 2' disbursements out of the assets as an expense of the liquidation, at the rates disclosed in the policy statement circulated to shareholders with the papers convening the meeting.
FOR/AGAINST*

*delete as appropriate

Signature

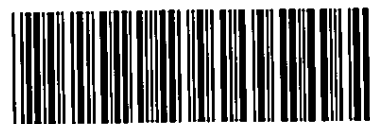


Date 3rd September 2009

WILLIAM MCLAUGHLIN

Position or authority for signature, where not the member in person
S84W0270

SATURDAY



A45 05/09/2009 285
COMPANIES HOUSE