

Company number: 01787059

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
CRITCHLEY GROUP LIMITED
(the "Company")**

Circulated on **8 September 2020** (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolution 1 is passed as a special resolution and resolutions 2 and 3 are passed as ordinary resolutions (together, the "Resolutions"):

SPECIAL RESOLUTION

(1) **"THAT** in accordance with paragraph 42(2)(b) of Schedule 2 to the Companies Act 2006 (Commencement No. 8 Transitional Provisions and Savings) Order 2008 (the "Order"), the restriction on the authorised share capital of the Company set out in the Company's articles of association and the memorandum of association be and are hereby revoked and deleted.

ORDINARY RESOLUTIONS

(2) **THAT** subject to the passing of resolution 1 and in accordance with paragraph 43 of Schedule 2 to the Order, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) in accordance with section 550 of the Act.

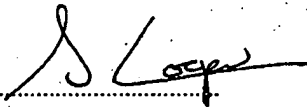
(3) **THAT** subject to the passing of resolutions 1 and 2 and pursuant to the authorities set out in article 110 of the Companies (Tables A to F) (Amendment) Regulations 1985 which are applicable to the Company's articles of association, the sum of **£14,198,348.00**, being the whole amount of the Capital Redemption Reserves as set out in the Company's statutory accounts made up to 30 September 2019, be and is hereby capitalised and appropriated as capital to the holders of the ordinary shares of **£0.10** each in the capital of the Company as appearing in the register of members as at the close of business on **8 September 2020** and that the directors be and are hereby authorised to apply such sum in paying up in full **141,983,480** ordinary shares of **£0.10** each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to **Tyco Electronics UK Ltd**, being the sole shareholder of the Company."



AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, being the sole shareholder of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as a written resolution pursuant to section 288 of the Act.



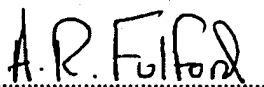
for and on behalf of

TYCO ELECTRONICS UK LIMITED

Stephen Cooper

Director

Dated: 8 September 2020



for and on behalf of

TYCO ELECTRONICS UK LIMITED

Ashley Fulford

Director

Dated: 8 September 2020

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.