

THE COMPANIES ACT 1985-1989
PRIVATE COMPANY LIMITED BY SHARES
CARRIER HOLDINGS LIMITED ("the Company")
COMPANY NUMBER 01832785

WRITTEN RESOLUTIONS OF THE COMPANY

Pursuant to Section 381A of the Company Act 1985 (as amended)

Dated this 25th day of September 1997

WRITTEN RESOLUTIONS

We, the undersigned being all the Shareholders of the Company who at the date of this Resolution would be entitled to attend and vote at general shareholders' meetings of the Company hereby pass the following Resolutions as Elective Resolutions and agree that the said Resolutions shall for all purposes be valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held:-

ELECTIVE RESOLUTIONS

1. That the Company dispense with the holding of annual general meetings.
2. That, until such time as this resolution is revoked by ordinary resolution of the Company in general meeting, the Company shall dispense with the laying of accounts and reports before the Company in general meeting.

SIGNED BY: 
Robert E. Galli

on behalf of and duly authorized by Carrier Corporation.

SIGNED BY: _____
Michael Solosy

on behalf of and duly authorized by United Technologies Holdings PLC.

