

Company Number 03976730

TSB (INVESTMENT EUROPE) LIMITED
(the "Company")
MEMBER'S WRITTEN RESOLUTION

12 September 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the following Resolution is passed as a special resolution (the "**Resolution**"):

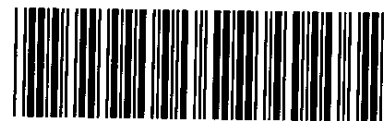
SPECIAL RESOLUTION

THAT a final dividend in specie, recommended by the directors of the Company, of the Company's shareholdings in TNEE Electric Sweden Holdings AB and Westinghouse Electric Germany GmbH, the aggregate book value of which is GBP 160,194,464.92, be and is hereby declared and that such dividend be satisfied, and shall be satisfied only, by the transfer of those shares, immediately, to the sole member of the Company.

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

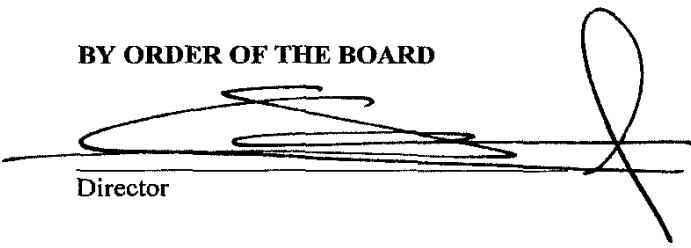
[Signature page follows]

WEDNESDAY



A29 *A8ERØC5E* #249
25/09/2019
COMPANIES HOUSE

BY ORDER OF THE BOARD



Director

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date
HEREBY IRREVOCABLY AGREE to the Resolution.

Name:
duly authorised signatory
for and on behalf of
**Westinghouse Electric UK Holdings
Limited**

Dated: _____ 2019

NOTES

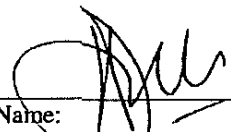
1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return a copy by email to any director or secretary of the Company.
2. Once you have signed your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received by the Resolution to pass it will lapse.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

BY ORDER OF THE BOARD

Director

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date
HEREBY IRREVOCABLY AGREE to the Resolution.



Name:
duly authorised signatory
for and on behalf of
**Westinghouse Electric UK Holdings
Limited**

Dated: 12 September 2019

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