

Company Number: 03976730

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
TSB (INVESTMENT EUROPE) LIMITED**

(the "Company")

20 July 2018

(the "Circulation Date")


FRIDAY



The undersigned, being the sole eligible member of the Company who as at the date of this resolution has the right to attend and vote at a general meeting of the Company, having considered a solvency statement (which is enclosed with this resolution) compliant with section 643 of the Companies Act 2006 (as amended) (the "Act"), made by all of the directors of the Company on 20 July 2018 for the purposes of section 642 of the Act, resolves, in accordance with Chapter 2 of Part 13 of the Act, as follows and agrees that the following resolution shall for all purposes be as valid and effective as if passed as a special resolution at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT, pursuant to Chapter 10 of Part 17 of the Act, the Company reduce its share capital by the use of the solvency statement procedure available under section 641(a) of the Act by cancelling and extinguishing 14,814,652,158 class A ordinary shares of £0.01 each (the "Shares"), in issue in the capital of the Company as at the date hereof.

Signed: 
for and on behalf of **Westinghouse Electric UK Holdings Limited**

Date: 20 July 2018

NOTES

1. Please sign and date this document and return it to the Company using one of the following methods:

By Hand: delivering the signed copy to Sarah Chaplin, Weil Gotshal & Manges (London) LLP, 110 Fetter Lane, London EC4A 1AY

Post: returning the signed copy by post to Sarah Chaplin, Weil Gotshal & Manges (London) LLP, 110 Fetter Lane, London EC4A 1AY

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Sarah.Chaplin@weil.com. Please enter "TSB(IE) written resolutions dated 20 July 2018" in the e-mail subject box.

If there are no resolutions you agree with, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to a resolution, you may not revoke your agreement.
3. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (noted above) in accordance with section 297 of the Act.
5. A copy of this resolution has been sent to the Company's auditors.