

Company Number: 03976730

**THE COMPANIES ACT 2006**

**A PRIVATE COMPANY LIMITED BY SHARES**

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

(the "Company")

19 July 2018

(the "Circulation Date")

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 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.

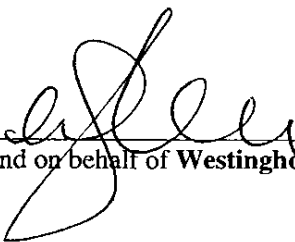
**SPECIAL RESOLUTION**

**THAT:**

1. the directors of the Company be and are generally and unconditionally authorised for the purpose of section 551 of the Act to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of GBP 200,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire one year from the passing of this resolution. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or Section 551 of the Act or deemed to have been conferred under section 551 of the Act (the "Authority");
2. for the purposes of the above Authority, article 2(b) shall not apply to the allotment of shares pursuant to the Authority; and
3. the A ordinary shares in the Company shall have a nominal value of £0.01 each and shall otherwise carry the same rights as, and rank pari passu in all respects with, the ordinary shares in the Company.

WEIL:19656266714180773.0003



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

Date: 19 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 19 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.