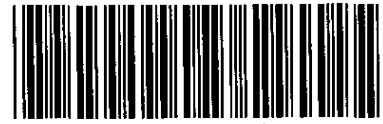


Company Number 03976730

THURSDAY



L89HPGLV
LD1 11/07/2019 #3
COMPANIES HOUSE

TSB (INVESTMENT EUROPE) LIMITED

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

10 July 2019 (the "Circulation Date")

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

SPECIAL RESOLUTION

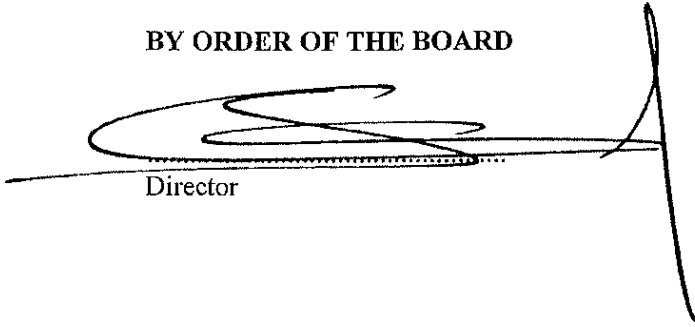
THAT the share capital of the Company be reduced by GBP 35,561,120 by cancelling and extinguishing 35,561,120 ordinary shares of GBP 1.00 each.

AND THAT the amount by which the share capital is reduced shall be credited to a distributable reserve of the Company.

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

[Signature page follows]


BY ORDER OF THE BOARD

A large, stylized handwritten signature in black ink, featuring a prominent loop and a long horizontal stroke.

Director

AGREEMENT

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



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

Dated 07/10/2019

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 signified 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 for 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 member.
5. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document.