

1. (a) the proposed disposal by the Company of its Transportation Sensing and Control business (the **Disposal**) substantially on the terms and subject to the conditions of the share purchase agreement dated 19 July 2017 between the Company, AVX Limited and AVX Corporation (the **Sale Agreement**), as described in the circular to the Company's shareholders dated 24 July 2017 (the **Circular**) and all other agreements and ancillary documents contemplated by the Sale Agreement, be and are approved with any changes as are permitted in accordance with resolution (b) below; and
- (b) the directors of the Company (the **Directors**) (or any duly authorised committee of the Directors) be and are authorised:
 - (i) to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as the Directors (or any duly authorised committee of the Directors) consider necessary, expedient or desirable in connection with, and to implement, the Disposal; and
 - (i) to agree such modifications, variations, revisions, waivers, extensions, additions or amendments (not being modifications, variations, revisions, waivers, extensions, additions or amendments of a material nature) as the Directors (or any duly authorised committee of the Directors) may in their absolute discretion deem necessary, expedient or desirable in connection with the Disposal.

FOR & DISCRETIONARY	% FOR & DISCRETIONARY	AGAINST	% AGAINST	WITHHELD	% WITHHELD	TOTAL VOTE
129,334,199	99.96%	52,590	0.04%	201,176	0.16%	129,587,965