Deloitte & Touche, LLP – Independent Advisers to the Invensys plc Remuneration Committee - Terms of Reference

Overview

To provide independent advice on executive remuneration to the Remuneration Committee.

The advisors may attend Remuneration Committee meetings by invitation of the Chairman of the Remuneration Committee.

Key activities:

The advisers undertake work as directed by the Chairman of the Remuneration Committee (or its nominee). In this role, Deloitte will:

- Be a source of information and expert advice on matters relating to the remuneration and Terms and Conditions of employment of directors and senior executives;
- Advise as required in connection with shareholder communication and the Directors' Remuneration Report;
- Work with the Remuneration Committee and, if and as directed by the Committee, Executive Management, to develop the reward strategy for the Executive Directors and the most senior levels of executive management (the Invensys Executive Leadership Team) to support delivery of the business strategy;
- Assist and support the Remuneration Committee in complying with requirements of the Combined Code, other regulatory matters and Investor Guidelines as appropriate;
- Work with other advisers as directed by the Committee;
- Provide benchmarking data and advise on benchmarking, performance measures, methodologies, market and best practice, comparator companies and groups, determination of the overall competitive position and the weighting of the different components of reward;
- Provide updates on market trends and practice;
- Provide benchmark and related data in connection with fees of non-executive directors;
- Advise the Remuneration Committee in connection with proposals made my executive management;
- Provide employment tax and related advice in connection with executive share and bonus plans as required; and
- Assist the Committee and, if so directed, the executive management, with implementation of any proposals.

Personnel:

Deloitte's chief advisers to the Invensys plc Remuneration Committee are:

Carol Arrowsmith – Advisory Partner

Carl King – Engagement Partner