

Attendance Card

Annual General Meeting

The Company's Annual General Meeting (AGM) will be held on Friday 17 July 2009 at 11.00am at Park Plaza Victoria London, 239 Vauxhall Bridge Road, London SW1V 1EQ.

Attendance

If you wish to attend the AGM, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. Unless you are able to present the card, or alternatively provide acceptable evidence of identity, you may be refused entry to the AGM. For security reasons all hand baggage will be subject to examination. Briefcases and other bulky items must be deposited in the cloakroom. Please note that cameras, tape recorders and similar recording equipment may not be brought to the AGM. If you have appointed a person other than the Chairman of the AGM to attend on your behalf, both you and your proxy must sign this card in the relevant space below.

Shareholder's signature

Proxy's signature

Form of Proxy

AGM of Invensys plc to be held at 11.00am on Friday 17 July 2009

Please complete this Form in black ink and see Notes overleaf

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Please leave this box blank if you have selected the Chairman. Do not insert your name(s).

I/We appoint the Chairman of the AGM or to be my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the AGM of Invensys plc, to be held at 11.00am on Friday 17 July 2009, and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote in the manner indicated below (see Note 3 overleaf).

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 5 overleaf).

Please indicate your vote by marking the appropriate boxes like this:

| Resolutions | For | Against | Withheld | Resolutions | For | Against | Withheld |
|---|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1 To receive the report and accounts for the year ended 31 March 2009 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6 To approve the proposed final dividend | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To approve the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7 To authorise allotment of relevant securities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To elect/re-elect (a) Sir Nigel Rudd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8 To authorise disapplication of pre-emption provisions | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (b) Mr Michael Parker | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9 To approve the amendments to the Articles of Association | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (c) Mr Wayne Edmunds | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10 To approve the notice period for general meetings | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To reappoint Ernst & Young LLP as auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 5 To authorise the directors to determine the auditor's remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

Signature

Date

This Form of Proxy must be signed before it is posted to Equiniti using the prepaid envelope provided. Alternatively, you can submit your proxy electronically at www.sharevote.co.uk using the numbers below:

Voting ID

Task ID

Shareholder Reference Number

1392-010-S

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AGM Comments Card

We would like to ascertain matters of interest to shareholders whether or not you intend to come to the AGM. Please set out below any comments that you wish to make and return this card to our registrars, Equiniti, in the prepaid envelope provided.

Payments direct to your Bank/Building Society Account

To ensure you receive a dividend payment into your Bank/Building Society Account please complete this instruction.

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Please see notes on reverse.

Sort code:

Account number:

Building Society reference or roll number (if applicable)

Please forward, until further notice, all dividends or interest that may from time to time become payable to me/us in respect of any shares or stock held, to the above nominated Bank or Building Society, or to such other branch of the organisation as the Bank or Building Society may from time to time request. Compliance with this request will discharge Invensys plc from any further liability in respect of such dividends or other monies.

All registered holders must sign to confirm this instruction. Please mark this box if signing on behalf of the shareholder under a power of attorney or other authority.

Signature 1

Signature 2

Signature 3

Signature 4

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Notes

Why we recommend that your dividend should be paid directly into an account

- More secure than cheques sent by post.
- No need to pay in cheque.
- Funds transferred to your account on payment date.
- Avoid inconvenience and cost of lost, stolen, spoiled or out of date cheques.
- Tax voucher is sent to your registered address.

How to complete your payment instructions

- This form must be completed in BLOCK CAPITALS and in black ink.
- If you are not entering information in any of the fields please leave them blank and do not cross them through.
- Please note that this instruction is specific to the holding detailed overleaf.
- Once completed return the form to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ND using the prepaid envelope provided.

To take advantage of this method of payment, please complete the details overleaf as follows:

Sort code and account number

As quoted on your cheque book or statement.

Building Society details

If you are unsure of the correct reference number details, your Building Society would be pleased to advise you.

Signature(s)

Please sign the form overleaf. For joint holdings all holders must sign. If you are signing on behalf of the shareholder under a power of attorney, for example, you must ensure that the registrar has seen and noted your authority in its records.

Overseas holders

If you would prefer your dividends to be paid into an overseas bank account in local currency, please contact our helpline on +44 121 415 7047 as arrangements can be made for a range of countries.

Notes

- 1 Full details of the resolutions to be proposed at the AGM, with explanatory notes, are set out in the Notice of AGM.
- 2 Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the AGM. A member so entitled may appoint one or more proxies, who need not be members, to exercise all or any of his/her rights to attend and speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy.
- 3 The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate.
- 4 Please indicate with an 'X' in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and any procedural business, including any resolution to adjourn), which may come before the AGM.
- 5 If you wish to appoint a proxy other than the Chairman of the AGM please insert their name in the space provided and delete 'the Chairman of the AGM or'. To appoint more than one proxy, you should photocopy this Form of Proxy and indicate next to the proxy's name the number of shares in relation to which you authorise them to act as your proxy. If you have appointed multiple proxies please also mark the box where indicated.
- 6 To be entitled to vote at the AGM (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's Register of Members at 6.00pm on Wednesday 15 July 2009 or, if the AGM is adjourned, you must be entered on the Register at 6.00pm two days prior to the date of any adjourned meeting.
- 7 The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' a resolution.
- 8 If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the Form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- 9 In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the AGM so that:
 - (i) if a corporate shareholder has appointed the Chairman of the AGM as its corporate representative with instructions to vote on a poll in accordance with the directions of all other corporate representatives for that shareholder at the AGM, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
 - (ii) if more than one corporate representative for the same corporate shareholder attends the AGM but the corporate shareholder has not appointed the Chairman of the AGM as its corporate representative, a designated corporate representative will be nominated from those corporate representatives who attend and who will vote on a poll, and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

- 10 Any alterations to this Form of Proxy should be initialled.
- 11 Completion and return of this Form of Proxy will not prevent you from attending in person and voting at the AGM should you subsequently decide to do so.
- 12 In the case of joint holders only one need sign the Form of Proxy, but the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- 13 To be valid, the Form of Proxy should be returned in the prepaid envelope to be received by no later than 11.00am on Wednesday 15 July 2009. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland. Alternatively, Electronic Proxy Appointment (EPA) is available for the AGM whereby you can lodge your votes electronically. To use this facility you must visit www.sharevote.co.uk where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown overleaf will be required to complete the procedure. EPA will not be valid if received after 11.00am on Wednesday 15 July 2009 and will not be accepted if found to contain a computer virus.
- 14 The CREST electronic proxy appointment service is available for the AGM. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST Manual so as to reach the Company's registrars, Equiniti, CREST participant ID RA19 by no later than 11.00am on Wednesday 15 July 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the registrar is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 15 You may not use any electronic address provided either in this Form of Proxy, the Notice of AGM or in any related documents to communicate with the Company for any purposes other than those expressly stated.

Location of Annual General Meeting



Park Plaza Victoria London 239 Vauxhall Bridge Road London SW1V 1EQ

Victoria Station (Mainline and Underground) is within a 15 minute walk.

NCP Car Park in Semley Place, Victoria SW1V 9QL.

Please note that Park Plaza Victoria London is within the Central London Congestion Charging Zone.