



NOTARIAL RECORD OF A MEETING

Sensata Technologies Holding N.V.

On this sixteenth day of February two thousand eighteen, Miranda van Es, hereafter to be called "civil law notary", as deputy of Rudolf van Bork, civil law notary officiating in Amsterdam, the Netherlands, attended an extraordinary general meeting (**Meeting**) of **Sensata Technologies Holding N.V.**, a public company (*naamloze vennootschap*) under the laws of the Netherlands, having its official seat in Hengelo, the Netherlands, and its principle place of business at Jan Tinbergenstraat 80, 7559 SP Hengelo, the Netherlands, registered with the trade register in the Netherlands under number 24192692 (**Company**), held at the offices of Loyens & Loeff N.V., Fred. Roeskestraat 100, 1076 ED Amsterdam, the Netherlands, on the sixteenth day of February two thousand eighteen, at the request of the Company's management board, for the purpose of taking minutes of the Meeting. _____

I, civil law notary, established the following: _____

At the Meeting, Steven Reynolds, acts as chairman. _____

The chairman opens the Meeting and states that the Meeting was convened by means of publishing a notice in the Dutch national newspaper *Trouw* on the twelfth day of January two thousand eighteen, being not later than the fifteenth day prior to the day of this Meeting. In the notice for this Meeting, the agenda for this Meeting has been included and it has been notified that all ancillary documents to this Meeting have been made available in accordance with applicable law. All requirements for the convocation of the Meeting have thus been met and therefore resolutions can be adopted on all proposals on the agenda for this Meeting. _____

The chairman states that he has been informed that the members of the management board of the Company (**Board of Directors**) not present at the Meeting have been given the opportunity to advise on all subjects to be raised for discussion in this Meeting. _____

The chairman further states that on the nineteenth day of January two thousand eighteen, being the record date, one hundred seventy-eight million five hundred sixty-two thousand four hundred forty-nine (178,562,449) ordinary shares in the capital of the Company were issued, of which seven million one hundred fifty thousand seven hundred fifty-two (7,150,752) are held by the Company, which means that one hundred seventy-one million four hundred eleven thousand six hundred ninety-seven (171,411,697) votes could be exercised at the Meeting if all shareholders of the Company were present or represented. At the meeting about ninety-three point sixty-



three per cent (93.63%) of the issued and outstanding capital of the Company is present or represented, which is in total entitled to cast one hundred sixty million four hundred ninety-three thousand one hundred seventy-three (160,493,173) votes. _____

AMENDMENT ARTICLES OF ASSOCIATION TO INCLUDE A CRITERION _____

The chairman opens the discussion with the proposal of the Board of Directors to amend the Company's articles of association (**Articles of Association**) to include a criterion, as referred to in paragraph 2 of article 2:333h of the Dutch Civil Code (**DCC**) and to authorize each member of the Board of Directors and each employee of Loyens & Loeff N.V. to execute the deed of amendment of the Articles of Association. The chairman explains that pursuant to Dutch law, the shareholders of the Company who will vote against the cross-border merger, which is up for vote under the following agenda item, and wish not become a shareholder of Sensata UK (as defined below), have the right to file a request for compensation. Such request must be filed within one month after the general meeting of the Company during which the resolution to enter into the cross-border merger was adopted. Voting against the cross-border merger does not automatically implies a request for compensation. A separate filing of such request must be made. _____

It should be taken into account that only shareholders of the Company who voted against the cross-border merger have a right to file a request for compensation and that a shareholder who filed such request must retain his shares in the Company until the cross-border merger becomes effective in order to validly make use of this right and to become entitled to the compensation cash. Shareholders of the Company who abstained from voting or voted in favor do not have such right. _____

The amount of the compensation must be determined by one or more independent experts, to be appointed by the Company. It is not necessary to appoint any experts if the Articles of Association contain a clear criterion on the basis of which the compensation can be readily determined. The current Articles of Association do not contain such criterion. That is the reason of the proposal of the Board of Director to amend the Articles of Association to include a criterion, as referred to in paragraph 2 of article 2:333h DCC, on the basis of which the cash compensation payable to shareholders can be readily determined. A draft of the proposed Articles of Association, including the proposed criterion, as referred to in paragraph 2 of article 2:333h DCC, has been made available together with the other ancillary documents to this Meeting. _____

The chairman proposes to resolve to amend the Articles of Association and to authorize each member of the Board of Directors and each employee of Loyens & Loeff N.V. to execute the deed of amendment of the Articles of Association. _____

The chairman establishes that there are one hundred sixty million four hundred fifty-three thousand one hundred forty-nine (160,453,149) votes in favor of the proposal, five thousand one hundred twenty-three (5,123) votes against and thirty-four thousand nine hundred one (34,901) votes abstained, which means that the proposal has been validly adopted by the general meeting of the Company. _____

The chairman suspends the Meeting during which suspension the deed of amendment of the Articles of Association is executed. _____

CROSS-BORDER MERGER _____



The chairman re-opens the Meeting and opens the discussion with the proposal to effect a cross-border merger (**Cross-Border Merger**) within the meaning of articles 2:309 et seq. and 2:333b et seq. DCC and regulation 2 of the UK Companies (Cross-Border Mergers) Regulations two thousand seven, both implementing the European Cross-Border Mergers Directive (Directive 2005/56/EC) between the Company and **Sensata Technologies Holding plc**, a public limited company incorporated under the laws of England and Wales, having its registered office address at Interface House, Interface Business Park, Bincknoll Lane, Royal Wootton Bassett, Swindon, Wiltshire, SN4 8SY, United Kingdom (**Sensata UK**, and jointly with the Company, **Merging Companies**), as a consequence whereof the Company ceases to exist and Sensata UK acquires, under a universal title of succession, all assets and liabilities of the Company, in conformity with the draft terms of cross-border merger, drawn up by the management boards of the Merging Companies, dated the twenty-sixth day of October two thousand seventeen. _____

The chairman explains that the Board of Directors has concluded to reorganize the Sensata Technologies group structure which will result in a new UK holding company, serving as the publicly traded parent of the Sensata Technologies group of companies. To achieve this reorganization, the Company intends to merge with Sensata UK. _____

Through recent acquisitions, the Sensata Technologies group has significantly increased its presence in the UK, and the merger will allow the Sensata Technologies group to be organized in a jurisdiction in which it has more significant operations. _____

The UK is generally thought by investors to be a shareholder-friendly corporate governance environment. _____

The Sensata Technologies group's strategy is to deploy capital in a manner that creates the greatest value for its shareholders. To achieve this, the Sensata Technologies group continuously assesses various value creation opportunities and from that deploy capital in a way that is intended to maximize returns for its shareholders. As a company incorporated in England and Wales, the Sensata Technologies group will increase its flexibility and effectiveness in allocating and deploying capital. _____

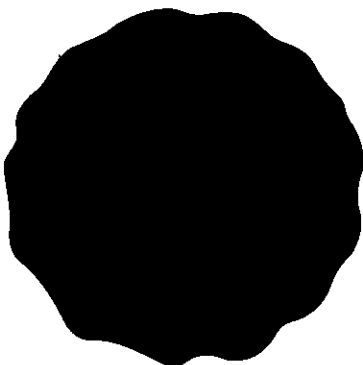
The chairman proposes to resolve to effect the Cross-Border Merger. _____

The chairman establishes that there are one hundred sixty million four hundred forty-nine thousand five hundred eighty-five (160,449,585) votes in favor of the proposal, eight thousand five hundred eighty-six (8,586) votes against and thirty-five thousand two (35,002) votes abstained, which means that the proposal has been validly adopted by the general meeting of the Company. _____

No more business being before the Meeting the chairman closes the Meeting. _____

Of which proceedings in the Meeting this deed is executed in Amsterdam, the _____ Netherlands, on the sixteenth day of February two thousand eighteen. _____

(was signed M. van Es)



ISSUED FOR TRUE COPY
Amsterdam, 16 February 2018