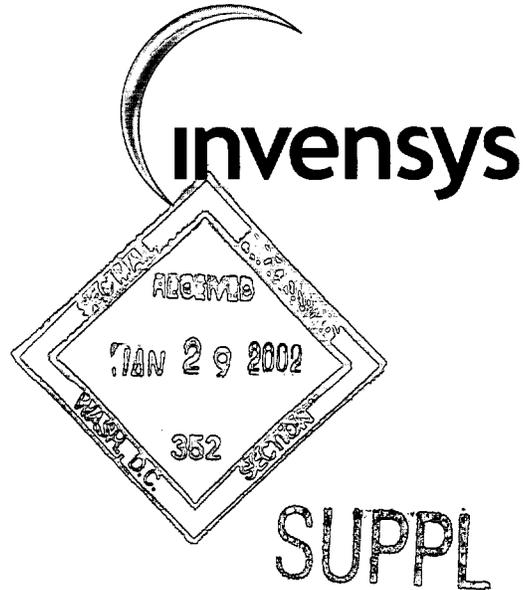


Ref BTRsec/Rls Admin/Letters/2002/0439

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington DC 20549
USA



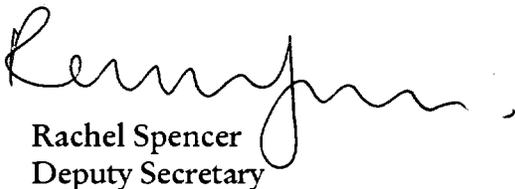
8 January 2002

Dear Sirs,

12g3 - 2 (b) Exemption

In accordance with the Company's exemption from disclosure requirements under Rule 12g3 - 2 (b) of the 1934 Securities Exchange Act please find enclosed a press release announcing that Invensys sells Energy Storage to EnerSys.

Yours faithfully,


Rachel Spencer
Deputy Secretary

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FEB 06 2002

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FINANCIAL P

dlw/31



"emailalert@hemscott.
co.uk" <emailalert

07/01/2002 07:46

To: "claudine.wykes@invensys.com" <claudine.wykes@invensys.com>
cc:
Subject: News Alert: Invensys PLC - Disposal

This Email News Alert service is brought to you by Invensys and
<http://www.hemscott.net>

RNS Number:5412P

Invensys PLC

7 January 2002

07 January 2002

Invensys sells Energy Storage for \$505 million

Invensys plc, the global automation and controls Group ("Invensys")
announces

today the sale of its Energy Storage Group ("ESG") to EnerSys, Inc.
("EnerSys")

for a cash consideration of \$505 million. In addition, Invensys will be
issued

warrants that, if exercised, may give Invensys up to a 28% equity stake in
the

enlarged company. EnerSys, an industrial batteries supplier, is a private
company controlled by Morgan Stanley Capital Partners IV, L.P. ("MSCP").

The

transaction incorporates an agreement governing the ongoing supply of
batteries

by the enlarged EnerSys to Invensys. Completion is subject to regulatory
approval, in particular in US, France (see below) and China, and the

receipt of

financing by EnerSys, and is currently expected to be in March 2002.

Rick Haythornthwaite, CEO of Invensys said:

"This significant transaction continues the Board's focus on reducing the
level

of indebtedness of Invensys through the disposal of non-core assets. It
will

also create a more focused Power Systems division that is better positioned
to

serve its customers in partnership with an industry leading batteries
supplier. The supply agreement ensures supply of top quality components
for

our Power Systems division and will continue to enable the synergies
between

ESG and the Power Systems division to be realised. The warrants give our
shareholders the opportunity to benefit from the value creation that the
enlarged EnerSys has the potential to achieve. We are pleased with the
terms

of this transaction, which has been achieved in a challenging environment
for

corporate transactions and many of the sectors that ESG supplies."

John D. Craig, CEO of EnerSys, said:

"This acquisition significantly enhances the strategic positioning and
scale of

EnerSys. The enlarged EnerSys, combining the US strength of EnerSys and
the

European based ESG, will result in the world's largest industrial battery

company. The expanded product portfolio, which includes leading brands such as Hawker, Exide, General and Powersafe will offer customers the widest product selection from any one manufacturer. The combined worldwide manufacturing and distribution network will position the company to serve our global customer base and offer exciting opportunities for our employees".

ESG is expected, for the period ending 31 March 2002, to achieve sales of approximately \$600m (#415m) and profits before restructuring, interest and tax of around \$60m (#41m). Net operating assets, which are expected to be the subject of the transaction, are approximately \$435m (#300m) - excluding #277m goodwill already written off to reserves.

The cash proceeds will be used to reduce debt.

In order to comply with the relevant French legal requirements, no binding agreement has been entered into in relation to including the sale of the French ESG business in the transaction, and no such agreement will exist until and unless the information/consultation process of the council of workers has been complied with in accordance with French law.

Contact:

Victoria Scarth
Invensys plc

Tel: +44(0) 20 7821 3712

Simon Holberton/Ben Brewerton
Brunswick

Tel: +44(0) 20 7404 5959

Notes

ESG

ESG is a leading supplier of standby and motive batteries and battery chargers. Standby batteries supply backup power, typically in conjunction with an uninterruptible power supply, in the event of power disturbances and are supplied primarily to the telecommunication and information technology sectors.

Motive power batteries provide power for industrial equipment such as forklift

trucks. ESG has 15 manufacturing facilities worldwide in 9 countries and approximately 5,000 employees.

Invensys plc

Invensys is one of the global leaders in automation and controls.

Headquartered

in London, England, Invensys operates in all regions of the world through four

divisions - Software Systems, Automation Systems, Power Systems and Control Systems. With close to 76,000 employees, the Group supplies products and services ranging from advanced control systems, remote diagnostics and energy

management for process plants, factories and commercial environments to electronic devices and networks for residential buildings, as well as complete

power systems for the industrial, telecommunications and information technology sectors.

EnerSys

EnerSys is a leader in stored energy solutions. The company maintains its worldwide headquarters, research, development and engineering facilities in Reading, Pennsylvania. EnerSys operates manufacturing facilities in the United States, Argentina, Brazil and Mexico, plus assembly operations in Canada, and has 2,500 employees. The company was formed through the acquisition of the Industrial Products Group of Yuasa Corp. by Morgan Stanley Capital Partners and the management team of EnerSys in November 2000.

Morgan Stanley Capital Partners

Morgan Stanley Capital Partners is the main fund of Morgan Stanley Private Equity, the private equity business of Morgan Stanley & Co. (NYSE:MWD). Since its founding 17 years ago, Morgan Stanley Private Equity's funds have invested capital across a broad range of industries including telecommunications, technology, financial services, healthcare and basic industry. Morgan Stanley Private Equity's funds consist of Capital Partners, Venture Partners and Emerging Markets.

FORWARD LOOKING INFORMATION

This release contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and are subject to uncertainty and changes in circumstances. Actual results may vary materially from the expectations contained in the forward-looking statements. The forward-looking statements in this release include statements addressing the following subjects: future financial and operating results; and, the benefits of the acquisition.

The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: the risk that the businesses of EnerSys and ESG will not be integrated successfully; and, other economic, business, competitive and/or regulatory factors affecting EnerSys' and ESG's businesses generally.

END

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