

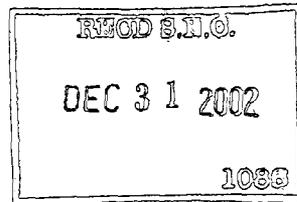


82-2142

BTRsec/RLS Admin/Letters/2002/0542

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

18 December 2002



Dear Sirs,

SUPPL

**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 notification released to the London Stock Exchange concerning Major Interests in Shares.

Yours faithfully,

**Rachel Spencer**  
**Deputy Secretary**  
**Invensys plc**  
Tel: 0207 821 3749  
Fax: 0207 821 3884  
Email: [rachel.spencer@invensys.com](mailto:rachel.spencer@invensys.com)

**PROCESSED**  
JAN 14 2003  
**THOMSON  
FINANCIAL**

Copy to: Mr. B. Mangino  
Mr. M. Downing

dlw 1/10



"emailalert@hemscott.co.uk" <emailalert@hemscott.co.uk>  
 17/12/2002 18:28

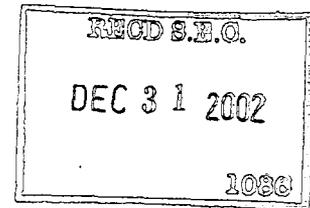
To: "venetia.brown@invensys.com" <venetia.brown@invensys.com>  
 cc:  
 Subject: News Alert: Invensys PLC - Holding(s) in Company

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

RNS Number:2686F  
 Invensys PLC  
 17 December 2002

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES



1) Name of company

Invensys plc

2) Name of shareholder having a major interest

The Capital Group Companies, Inc.

3) Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it

is a holding of that person's spouse or children under the age of 18

Notice is given by The Capital Group Companies, Inc. on behalf of its affiliates, including Capital Research and Management Company, Capital Guardian Trust Company, Capital International SA, Capital International, Inc and Capital International Limited. These holdings form part of funds managed on behalf of investment clients.

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them

Capital Guardian Trust Company:

Bank of New York Nominees	131,200
Chase Nominees Limited	4,480,300
Midland Bank plc	176,900
Nortrust Nominees	1,692,200

Capital International Limited:

Deutsche Bank AG	3,802,100
HSBC Bank plc	4,204,400
Mellon Bank NA	2,080,800
Northern Trust AVFC	1,120,800
State Street Bank & Trust Co	978,200
Mellon Nominees UK Limited	633,000
Chase Nominees Limited	19,117,728
KAS UK	140,400
Nortrust Nominees	12,439,009
Morgan Guaranty	1,698,800
Citibank London	527,100
Midland Bank plc	1,180,200
Northern Trust	934,864
Bank of New York Nominees	26,971,600
State Street Nominees Limited	1,042,800
Bank One London	648,600
Bankers Trust	10,726,900
Capital International S.A.:	
Chase Nominees Limited	2,250,600
Midland Bank Plc	37,000
Royal Bank of Scotland	507,000
Lloyds Bank	158,200
Citibank NA	111,800
Deutsche Bank AG	171,400
Capital International, Inc.:	
State Street Nominees Ltd	8,478,100
HSBC Bank plc	133,300
Chase Manhattan Nominee Ltd	64,700
Citibank NA	988,200
Citibank	135,000
State Street Bank & Trust Co.	100,497
Nortrust Nominees	652,300
Citibank London	256,700

Bank of New York Nominees	1,678,500
Chase Nominees Limited	11,552,600
Capital Research and Management Company:	
Chase Nominees Limited	53,000,000

5) Number of shares/amount of stock acquired

6) Percentage of issued class

7) Number of shares/amount of stock disposed

8) Percentage of issued class

9) Class of security

Ordinary shares of 25p each

10) Date of transaction

13 December 2002

11) Date company informed

17 December 2002

12) Total holding following this notification

175,003,798

13) Total percentage holding of issued class following this notification

5.00%

14) Any additional information

15) Name of contact and telephone number for queries

Victoria Scarth, Senior Vice President, Group Marketing and  
Communications 020 78213538

16) Name of company official responsible for making this notification

Emma Sullivan, Assistant Secretary

Date of notification: 17 December 2002

This information is provided by RNS  
The company news service from the London Stock Exchange

END

HOLFFLFAWSESESE

For more information and to contact AFX: [www.afxnews.com](http://www.afxnews.com) and  
[www.afxpress.com](http://www.afxpress.com)

For more information on the online Investor Relations services provided by  
hemscott.NET  
please email [emailalert@hemscott.co.uk](mailto:emailalert@hemscott.co.uk)

To stop receiving news story alerts,  
please visit  
<http://hemscott.com/scripts/IRAlert.dll/delete?userid=10091&email=venetia.brown@invensys.com>