

## AGREEMENT FOR THE TRANSFER OF DEBT

THIS AGREEMENT is made, on 31 March 2003

BETWEEN

Securicor plc ("the Vendor") and

Securicor (1996) plc ("the Purchaser")

WHEREAS

1. The Vendor is the lender and Argenbright Security, Inc is the borrower under that certain loan facility agreement dated 29 December 2000 as amended in the principal amount of US\$112,500,000 ("the Loan Agreement");
2. As at the date hereof, the amount of the indebtedness under the Loan Agreement, including accrued and unpaid interest, is US\$121,469,650;
3. The Vendor wishes to transfer its rights under the Loan Agreement to the Purchaser in consideration of the issue to it of shares in the Purchaser.

IT IS AGREED as follows:

1. The Vendor hereby transfers to the Purchaser its rights under the Loan Agreement in consideration for the allotment to it by the Purchaser of 100,000 ordinary shares of 5p each at a premium of £774.67829 per share (representing £77,472,829, being the sterling equivalent of US\$121,469,650 as at 31 March 2003).

Signed  
for and on behalf of  
Securicor plc

Director

Signed  
for and on behalf of  
Securicor (1996) plc

Director



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