

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SECURICOR PLC

Passed 19th March 1998


At the ANNUAL GENERAL MEETING of the above named Company, duly convened, and held at Ironmongers' Hall, Barbican, London EC2Y 8AA on 19th March 1998 the following Resolution was duly passed as a Special Resolution:

"That equity securities, as defined in Section 94 of the Companies Act 1985, may be allotted for cash as if Section 89(1) of that Act did not apply to such allotments provided that this power is limited to:

- (i) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them (but notwithstanding that by reason of such exclusions as the directors may deem necessary or expedient to deal with problems arising in any overseas territory, in connection with fractional entitlements or otherwise, the equity securities to be issued are not offered to all such shareholders in proportion to the number of ordinary shares held by each of them on the relevant record date); and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) for cash to any person or persons of equity securities up to a maximum aggregate nominal amount of £1,500,000 (which represents approximately 5 per cent of the company's issued ordinary share capital).

The power conferred by this resolution shall expire at the conclusion of the next Annual General Meeting of the company or 19 May 1999, whichever comes first, save that the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired."




Secretary