

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

SECURICOR PUBLIC LIMITED COMPANY

Passed 20th March 1997

At the ANNUAL GENERAL MEETING of the above named Company, duly convened, and held at Ironmongers' Hall, Barbican, London EC2Y 8AA on 20th March 1997 the following Resolutions were duly passed:

ORDINARY RESOLUTION


- (a) THAT a dividend of 0.354 pence per ordinary share is hereby declared payable to shareholders on the register at the close of business on 28 August 1996 and is deemed satisfied by the receipt and retention by shareholders of the interim dividend paid to them on 30 September 1996 with the intent that such interim dividend be approved, ratified and confirmed.

SPECIAL RESOLUTION

- (b) 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 20 May 1998, 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