

(C)

**SECURICOR OMEGA HOLDINGS LIMITED**

**(the "COMPANY")**


**COMPANY NUMBER: 192571**

**WRITTEN RESOLUTION OF THE B ORDINARY SHAREHOLDERS OF THE  
COMPANY IN ACCORDANCE WITH A52 AND A71 OF THE ARTICLES OF  
ASSOCIATION AND S381A OF THE COMPANIES ACT 1985, IN LIEU OF A  
CLASS MEETING**

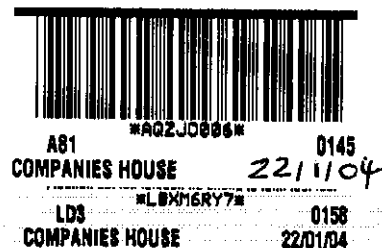
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We, the undersigned, being the B Ordinary Shareholders of the Company entitled to attend and vote at a class meeting of B Ordinary Shareholders of the Company hereby:

1. **CONSENT TO** the adoption of the regulations contained in the printed document annexed hereto and initialled for the purpose of identification and agree that they be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Articles of Association of the Company adopted by written resolution on 24 February 2000 (as amended by written resolution on 3 July 2003).

  
.....  
For and on behalf of Deutsche Post AG

Date: *Feb. 3, 2003*



**SECURICOR OMEGA HOLDINGS LIMITED**

**(the "COMPANY")**

**COMPANY NUMBER: 192571**

**WRITTEN RESOLUTION OF THE A ORDINARY SHAREHOLDERS OF THE  
COMPANY IN ACCORDANCE WITH A52 AND A71 OF THE ARTICLES OF  
ASSOCIATION AND S381A OF THE COMPANIES ACT 1985, IN LIEU OF A  
CLASS MEETING**

We, the undersigned, being the A Ordinary Shareholders of the Company entitled to attend and vote at a class meeting of A Ordinary Shareholders of the Company hereby:

1. **CONSENT TO** the adoption of the regulations contained in the printed document annexed hereto and initialled for the purpose of identification and agree that they be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Articles of Association of the Company adopted by written resolution on 24 February 2000 (as amended by written resolution on 3 July 2003).

  
.....  
For and on behalf of Securicor Group Limited

Date: 3 JULY 2003

**SECURICOR OMEGA HOLDINGS LIMITED**

**(the "COMPANY")**

**COMPANY NUMBER: 192571**

**WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY IN  
ACCORDANCE WITH A52 AND A71 OF THE ARTICLES OF ASSOCIATION AND  
S381A OF THE COMPANIES ACT 1985, IN LIEU OF A GENERAL MEETING**

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We, the undersigned, being a member of the Company entitled to attend and vote at a general meeting of the Company hereby **RESOLVE**:

1. **THAT** the regulations contained in the printed document annexed hereto and initialled by the Chairman thereof for the purpose of identification be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Articles of Association of the Company adopted by written resolution on 24 February 2000 (as amended by written resolution on 3 July 2003).

  
.....  
For and on behalf of Securicor Group Limited:

Date: 3 JULY 2003

**SECURICOR OMEGA HOLDINGS LIMITED**

(the "COMPANY")

**COMPANY NUMBER: 192571**

**WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY IN  
ACCORDANCE WITH A52 AND A71 OF THE ARTICLES OF ASSOCIATION AND  
S381A OF THE COMPANIES ACT 1985, IN LIEU OF A GENERAL MEETING**

---

We, the undersigned, being a member of the Company entitled to attend and vote at a general meeting of the Company hereby **RESOLVE**:

1. **THAT** the regulations contained in the printed document annexed hereto and initialled by the Chairman thereof for the purpose of identification be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Articles of Association of the Company adopted by written resolution on 24 February 2000 (as amended by written resolution on 3 July 2003).

  
.....  
For and on behalf of Deutsche Post AG:

Date:

*July 2, 2003*

ARTICLES OF ASSOCIATION

of

SECURICOR OMEGA HOLDINGS LIMITED

(Articles adopted on 3 July 2003)

1. **Adoption of Table A**

In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these articles. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

2. **Interpretation**

Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. In these articles, "address" in relation to electronic communications includes any number or address used for the purposes of such communications. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form including by way of electronic communications where specifically provided in a particular article or where permitted by the directors in their absolute discretion. Headings are for convenience only and shall not affect construction. If, and for so long as, the company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

3. **Rights Attached to Shares**

Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

4. **Unissued Shares**

Subject to the provisions of the Act and these articles, the directors shall not offer, allot, grant options over or otherwise dispose of any unissued shares of the company (whether forming