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COMPANIES FORM No. 88(2)(Rev 1988)
Return of allotments of shares

88(2)

Please do not
write in this
margin

Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

† distinguish
between
ordinary
preference, etc.

§ complete
(a) or (b) as
appropriate

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

To the Registrar of Companies (address overleaf)
(see note 1)

(REVISED 1988)
This form replaces forms
PUC2, PUC3 and 88(2)

Company Number

192571

1. Name of company

* Securicor Group Plc

2. This section must be completed for all allotments

Descriptions of sharest	Ordinary		
A Number allotted	83,961,223		
B Nominal value of each	£ 0.25	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 0.25	£	£

Date(s) on which the shares were allotted
(a) [on 7th June 1996]§, or
(b) [from 19 to 19]§
The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)

D Extent to which each share is to be treated as paid up. Please use percentage.			
E Consideration for which the shares were allotted			

NOTES

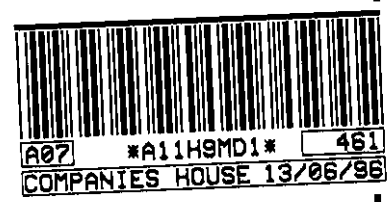
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

Presenter's name address, telephone number and reference (if any):

Herbert Smith
Exchange House
Primrose Street
London EC2A 2HS
Ref: 127/C436

For official Use

Post Room



4. Names and addresses of the allottees

Please do not
write in the
margin

**Please complete
legibly, preferably in
black type, or bold
block lettering**

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Securicor Plc	83,961,221		
Sutton Park House			
15 Carshalton Road			
Sutton			
Surrey SM1 4LD			
Christopher Charles Shirtcliffe	1		
Sutton Park House			
15 Carshalton Road			
Sutton			
Surrey SM1 4LD			
Nigel Edward Griffiths	1		
Sutton Park House			
15 Carshalton Road			
Sutton			
Surrey SM1 4LD			
Total	83,961,223		

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

‡ Insert,
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate.

Signed

Designation†

Director

Date 7th June 1961

Companies registered in England and Wales
or Wales should deliver this form to:-

**Companies registered in Scotland
should deliver this form to:-**

**The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZ**

**The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ**

**INDEPENDENT ACCOUNTANTS' REPORT TO SECURICOR GROUP PLC FOR
THE PURPOSES OF SECTION 103(1) OF THE COMPANIES ACT 1985**

In accordance with our appointment under section 108 of the Companies Act 1985, we hereby report to Securicor Group plc on the value of the consideration for the proposed allotment to Securicor plc of 83,961,223 ordinary shares, having a nominal value of 25 pence each, treated as fully paid up by the consideration referred to below. No premium is payable on the shares.

The consideration for the allotment is the cancellation pursuant to the Scheme of Arrangement of Securicor Group plc dated 17th April 1996 of all the Scheme Shares (as defined by such Scheme of Arrangement) and the issue by Securicor plc of ordinary shares credited as fully paid to the former holders of Scheme Shares on the basis set out in clause 2 of such Scheme of Arrangement.

Basis of opinion

The shares in Securicor Group plc were valued by us on the basis of the net assets as shown in the audited consolidated accounts of Securicor Group plc as at 30 September 1995.

Opinion

In our opinion, the method of valuation of the shares of Securicor Group plc was reasonable in the circumstances. There appears to have been no material reduction in the value of the consideration since the valuation was made. On the basis of the valuation, in our opinion, the value of the total consideration is not less than £20,990,305.75 (being the total amount to be treated as paid up on the shares allotted).



BAKER TILLY

Chartered Accountants

Registered Auditors

6 June 1996