

**SECURICOR GROUP LIMITED (THE "COMPANY")**

**(COMPANY NUMBER 57379)**

**WRITTEN RESOLUTION**

**OF SECURICOR GROUP LIMITED**

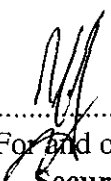
**(THE SOLE MEMBER OF THE COMPANY)**

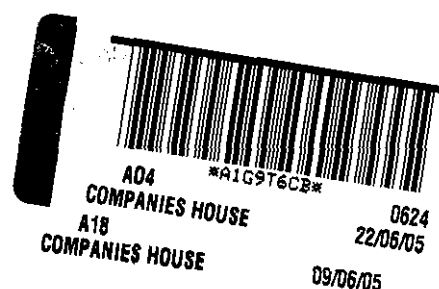
**IN LIEU OF A GENERAL MEETING**

**PASSED ON 1 JUNE 2005**

Securicor plc, the sole member of the Company entitled to attend and vote at a general meeting, hereby **RESOLVES THAT** the following resolution be passed as a special resolution:

- (i) the authorised share capital be increased by the creation of one income share of £0.25 (the "**Income Share**") having the rights set out in the articles of association of the Company to be adopted pursuant to paragraph (iv) of this resolution;
- (ii) the Company shall apply, to the extent of £0.25, the amount standing to the credit of its share premium account in paying up, in full at par, the Income Share created pursuant to paragraph (i) of this resolution and shall allot and issue the same credited as fully paid up to Securicor plc;
- (iii) in addition to any subsisting authority conferred on the directors under Section 80 of the Companies Act 1985, the directors of the Company be and they are hereby generally and unconditionally authorised, for the purposes of Section 80 of the Companies Act 1985, to allot the Income Share as referred to in paragraph (i) of this resolution in accordance with paragraph (ii) of this resolution, provided that (i) the maximum aggregate nominal amount of securities which may be allotted hereunder is £0.25, and (ii) such authority shall expire on 31 December 2005 except that the Company at any time before the expiry of such authority may make an offer or enter into an agreement which would or might require the Income Share to be allotted after the expiry of such authority in pursuance of such an offer or agreement as if such authority had not expired; and
- (iv) the new articles of association annexed hereto be adopted in substitution for, and to the exclusion of, all existing articles of association of the Company.

.....  
  
For and on behalf of  
Securicor plc



Company No: 57379

The Companies Acts 1985 and 1989

## COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION

OF

### SECURICOR GROUP LIMITED

(as amended 7 January 2002 and 1 June 2005)

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#### PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 73-77 (inclusive), 87, 94-97 (inclusive), 101 and 118 of Table A, the words "subject as aforesaid" contained in regulations 78 and 80 and the second and third sentences of regulation 79 of Table A shall not apply to the Company. Reference to the "Act" shall mean the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force.
3. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

#### SHARES

4. (i) The Directors may subject to Article 5 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.
- (ii) The general authority conferred by paragraph (i) of this Article shall be conditional upon due compliance with Article 5 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority shall, subject to there remaining in force an election under section 80A of the Act, continue for an indefinite period. If such election shall cease to have effect the said authority shall expire five years from the adoption of these Articles or, if later, the date such election shall cease to have effect. Any authority conferred by paragraph (i) of this Article may be renewed, varied or revoked by the Company in general meeting.

- (iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
- 5. (i) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 4 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors conveniently be offered in manner hereinbefore provided.
- (ii) Section 89(1) and 90(1) to 90(6) inclusive (pre-emption rights) of the Act shall not apply to any allotment of shares in the Company.

#### **ORDINARY SHARES**

- 6. Subject to any special rights which may be attached to any class of share issued after the adoption of these Articles, the rights attaching to the X ordinary shares and the Y ordinary shares (together the "Ordinary Shares") are as follows:

- (i) **Capital**

On a return of assets on liquidation or otherwise, the assets of the Company available for distribution among the members shall be applied first in paying to the Ordinary Shareholders a sum equal to the nominal amount of each Ordinary Share held by them and secondly the balance of such assets (if any) shall be distributed amongst the Ordinary Shareholders, pro rata (as nearly as may be) according to the nominal amounts paid up or credited as paid up on the Ordinary Shares held by them respectively.

- (ii) **Income**

The Directors of the Company shall be entitled to pay an interim dividend or recommend a final dividend or otherwise make distributions (including any distribution in kind) with respect to the Ordinary Shares to the exclusion of any other class of shares in the capital of the Company.

- (iii) **Voting**

Subject to any special rights, privileges or restrictions attached to any Ordinary Shares, at a general meeting of the Company on a show of hands every Ordinary Shareholder who (being an individual) is present in person or by proxy (not being himself a member) or (being a corporation) is present by a representative duly authorised under Section 375 of the Act (not being himself a member) shall have one vote, and on a poll every Ordinary Shareholder present in person, by representative or by proxy shall have one vote for every Ordinary Share of which he is the holder.

## **INCOME SHARE**

7. In all respects the income share of £0.25 in the capital of the Company (the "Income Share") shall rank *pari passu* with the Ordinary Shares save that the following rights and restrictions shall attach to the Income Share:

(i) **Income**

The Directors of the Company shall be entitled to pay an interim dividend or recommend a final dividend or otherwise make distributions (including any distribution in kind) with respect to the Income Share to the exclusion of any other class of shares in the capital of the Company, provided that such entitlement shall not be exercised to the extent that the holders of the ordinary shares of the Company have by way of an ordinary resolution of the Company required the Directors to desist from exercising such entitlement.

(ii) **Redemption**

The Income Share shall be redeemable and, subject to the Act, the Company shall have the right at any time after 30 June 2006 to redeem the Income Share by paying to the holder thereof a sum equal to the nominal amount paid up or credited as paid up on the Income Share.

## **LIEN**

8. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

## **TRANSFER AND TRANSMISSION OF SHARES**

9. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share and, without limitation to the generality of the foregoing, shall decline to register any transfer of the Income Share to any person save for Group 4 Securicor plc (registered number 4992207) or any company of which Group 4 Securicor plc is the ultimate holding company. The first sentence of Regulation 24 of Table A shall not apply to the Company.

## **DIRECTORS**

10. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than one. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.
11. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.
12. The Company shall not be subject to Section 293 of the Act. Any person may be appointed or elected as a Director, whatever may be his age and no Director shall be required to

vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

13. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his place.
14. An alternate Director appointed in accordance with Regulation 65 of Table A may also be removed from office by notice in writing to the Company given by the Co-directors of the Director by whom he was appointed.

#### **THE SEAL**

15. (i) If the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.
- (ii) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

#### **INDEMNITY**

16. Subject to the provisions of the Act, the Company may:
  - (i) indemnify any person who is or was a director, directly or indirectly (including by funding any expenditure incurred or to be incurred by him), against any loss or liability, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise, in relation to the Company or any associated company; and/or
  - (ii) purchase and maintain insurance for any person who is or was a director against any loss or liability or any expenditure he may incur, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise, in relation to the Company or any associated company.

For the purposes of this article, "associated company" has the same meaning as in Section 309A of the Act.