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

88(2)

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

Please do not  
write in this  
margin

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

(REVISED 1988)

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

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

Company Number

57379

1. Name of company

\* insert full name  
of company

\* Security Services Plc

2. This section must be completed for all allotments

† distinguish  
between  
ordinary  
preference, etc.

Descriptions of sharest	"Y" Ordinary		
A Number allotted	53,986,676		
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

§ complete  
(a) or (b) as  
appropriate

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.

Presentor'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



Please do not  
write in the  
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Securicor Plc	53,986,674		
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	53,986,676		

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

Date 7th June 1996

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

**INDEPENDENT ACCOUNTANTS' REPORT TO SECURITY SERVICES 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 Services plc on the value of the consideration for the proposed allotment to Securicor plc of 53,986,676 "Y" 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 Security Services plc dated 17 April 1996 of all the Scheme Stock (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 Stock on the basis set out in clause 2 of such Scheme of Arrangement.

**Basis of opinion**

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

**Opinion**

In our opinion, the method of valuation of the shares in Security Services 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 £13,496,669 (being the total amount to be treated as paid up on the shares allotted).

*Baker Tilly*

**BAKER TILLY**

**Chartered Accountants**

**Registered Auditors**

6 June 1996