

No: 57379

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

SECURITY SERVICES plc



At an Extraordinary General Meeting of the above-named Company duly convened and held on 10th May, 1996 the following resolutions were passed as special resolutions:-

SPECIAL RESOLUTIONS

1. THAT:

1.1 the scheme of arrangement dated 17th April, 1996 between the Company and the holders of the Scheme Stock (as therein defined), a print of which has been provided to this meeting ("the Scheme") and which for the purpose of identification has been signed by the Chairman of this meeting, be and is hereby approved;

1.2 for the purpose of giving effect to the Scheme:

- (A) each of the Ordinary Stock Units of 25 pence in the capital of the Company ("Ordinary Stock Units") held by Securicor Group plc (the "Securicor Group Shares") be redesignated an "X' Ordinary Share" having the rights and being subject to the restrictions set out below; and;
- (B) every Ordinary Stock Unit which is not comprised within the Securicor Group Shares, whether or not issued, be redesignated a "Y' Ordinary Share" having the rights and being subject to the restrictions set out below;

PROVIDED always that the redesignations to be effected pursuant to paragraphs (A) and (B) above shall not take effect until the Court makes an order (or orders) sanctioning the Scheme and the Securicor Group Scheme (as defined in the Scheme).

The 'X' Ordinary Shares and 'Y' Ordinary Shares shall rank pari passu in all respects and have the rights and be subject to the restrictions which shall have

accrued to the Ordinary Stock Units immediately before redesignation as aforesaid save that the Directors of the Company shall be entitled to declare a dividend or otherwise make distributions (including any distribution in kind) with respect to the 'X' Ordinary Shares to the exclusion of the 'Y' Ordinary Shares, and vice versa;

- 1.3 for the purpose of giving effect to the Scheme, the capital of the Company be reduced by cancelling and extinguishing all the Scheme Stock (as defined in the Scheme);
- 1.4 forthwith and contingently upon the reduction of capital referred to in paragraph 1.3 of this Resolution taking effect, the authorised share capital of the Company be and is hereby increased by the creation of such number of 'Y' Ordinary Shares having the rights and being subject to the restrictions set out in paragraph 1.2 of this Resolution as shall restore the capital of the Company to its amount before the reduction referred to in paragraph 1.3 of this Resolution;
- 1.5 for the purpose of giving effect to the Scheme, the Directors of the Company be and are hereby unconditionally authorised for the purpose of section 80 of the Companies Act 1985 at any time up to 31st December, 1996 to exercise the powers of the Company to allot 'Y' Ordinary Shares to Securicor plc and/or its nominees, provided that the maximum nominal amount of 'Y' Ordinary Shares that may be so allotted shall be £14,000,000; and
- 1.6 the credit arising in the Company's books of account as a result of the reduction of capital referred to in paragraph 1.3 of this Resolution shall be capitalised by the issue at par of such number of 'Y' Ordinary Shares as shall have been created pursuant to paragraph 1.4 of this Resolution, credited as fully paid, to Securicor plc and/or its nominees.
2. **THAT** the capital of the Company be reduced by cancelling and extinguishing all of the issued 3.15 per cent. Cumulative Preference Shares of £1 each in the capital of the Company and paying to each holder thereof an amount equal to the aggregate of the amount credited by the Company as paid up in respect of his holding of such shares and all accrued but unpaid dividends in respect of such shares.



.....
Chairman of the Meeting