

•NO: 57379

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

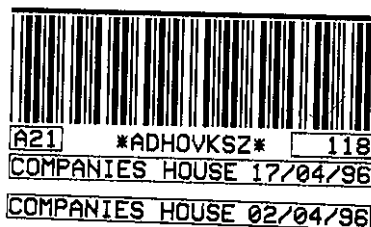
SPECIAL RESOLUTION

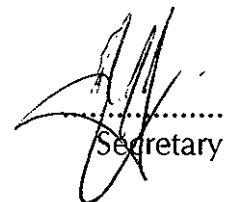
of

SECURITY SERVICES PUBLIC LIMITED COMPANY  
Passed 27th March 1996

At an ANNUAL GENERAL MEETING of the above named company, duly convened, and held at the Richmond Hill Hotel, Richmond Hill, Richmond, Surrey on 27th March 1996 the following Resolution was duly passed as a Special Resolution:

THAT equity securities, as defined in section 94 of the Companies Act 1985, up to a maximum amount of 5 per cent of the issued equity securities of the Company as so defined, may be allotted as if section 89(1) of that Act did not apply to such allotment. The authority conferred by this resolution shall expire at the conclusion of the next annual general meeting of the company save that the company may before such expiry make an offer or agreement which would or might allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.



  
Secretary