

NO: 57379

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

SECURITY SERVICES PUBLIC LIMITED COMPANY

Passed 29th March 1995



At the ANNUAL GENERAL MEETING of the above named Company, duly convened, and held at the Richmond Hill Hotel, Richmond Hill, Richmond, Surrey on 29th March 1995 the following Resolutions were duly passed:

ORDINARY RESOLUTION

- (a) THAT the directors are hereby unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, at such times, and in such manner as they think fit up to the amount of the unissued share capital of the Company at the date hereof at any time or times during the period of five years from the date of the passing of this Resolution.

SPECIAL RESOLUTION

- (b) 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, pursuant to the authority conferred on the directors for the purposes of section 80 of that Act by resolution (a) above, 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 require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.


Secretary