

NO: 3811216

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES


SPECIAL RESOLUTION
of
SECURICOR PLC

Passed 13 March 2003

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at Ironmongers' Hall, Barbican, London EC2Y 8AA on 13 March 2003, the following Resolution was duly passed as a Special Resolution:

"That the company be generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 5p each in the capital of the company provided that:

- (i) the maximum number of shares which may be purchased is 62,500,000;
- (ii) the minimum price which may be paid for each share is 5p;
- (iii) the maximum price which may be paid for each share is an amount equal to 105% of the average of the middle market quotations for an ordinary share in the company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
- (iv) this authority shall expire at the conclusion of the next Annual General Meeting of the company or, if earlier, 15 months from the date of this resolution (except in relation to the purchase of shares the contract for which was entered into before the expiry of this authority and which might be executed wholly or partly after such expiry)"


Secretary

