

Number of Company: 53417

The Companies Act 1985

Company Limited by Shares

ORDINARY AND SPECIAL RESOLUTIONS

of

LONDON SECURITY PLC

Passed on 19th June 2013

TUESDAY



A32 25/06/2013 #208
COMPANIES HOUSE

At the 2013 Annual General Meeting of **LONDON SECURITY PLC** duly convened and held at Floor 5, Number 10 Bruton Street, London, W1J 6PX on 19 June 2013 at 11 00 a m the following Resolutions 1 to 7 were passed as Ordinary Resolutions and Resolution numbers 8 and 9 as Special Resolutions.

As ordinary business:

Ordinary resolutions

- 1 That the financial statements for the year ended 31 December 2012 and the reports of the Directors and auditors and the Remuneration Report for that period be and are hereby received and adopted
- 2 That Mr J J Murray, who retires by rotation under article 23 2 of the Company's articles of association, be and is hereby re-elected as a Director
- 3 That Mr X Mignolet, who retires by rotation under article 23 2 of the Company's articles of association, be and is hereby re-elected as a Director
- 4 That Ms M-C Leon, who retires by rotation under article 23.2 of the Company's articles of association, be and is hereby re-elected as a Director
- 5 To declare a final dividend in respect of 2012 of £0 38 per ordinary share
- 6 That KPMG Audit Plc be and are hereby re-appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and that their remuneration be fixed by the Directors
- 7 That the Directors be and are hereby generally and unconditionally authorised in accordance with section 549 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 550 of the Act) up to an aggregate nominal value equal to the whole of the authorised but unissued share capital of the Company immediately following the passing of this resolution provided that such authority shall (unless

and to the extent previously revoked, varied or renewed by the Company in general meeting) expire at the conclusion of five years from the date this resolution is passed provided that such authority shall allow the Company to make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authority and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred by this resolution has not expired

As special business

Special resolutions

- 8 That, subject to the passing of resolution numbered 7 above, the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of Section 564 of the Act) of the Company for cash as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to:
- (i) the allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of ordinary shares and other persons entitled to participate in such offer in proportion (as nearly as may be) to their respective holdings of ordinary shares, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory body or any stock exchange in any territory, and
 - (ii) the allotment (other than pursuant to (i) above) of equity securities up to an aggregate nominal amount of £6,131 and such power shall expire on the date of the next Annual General Meeting of the Company or 15 months after the date of the passing of this resolution (whichever is the earlier) but so 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 pursuant to such an offer or agreement as if the power conferred by this resolution had not expired
- 9 That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (as defined in Section 701 (2) of the Act) on the London Stock Exchange of Ordinary Shares of 1p each in the capital of the Company ("Ordinary Shares") provided that
- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 500,000 shares,
 - (ii) the minimum price which may be paid for such shares is 1p per share,
 - (iii) the maximum price (exclusive of expenses) which may be paid for such shares is not more than 5% above the average of the middle market quotations for the five business days immediately preceding the day on which the purchase is contracted to take place,
 - (iv) the authority conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (whichever is the earlier), and
 - (v) the Company may make a contract to purchase its own shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own shares in pursuance of any such contract

Signed

Date: 19 June 2013


R. POLLARD
Company Secretary