

SECURICOR GROUP LIMITED (THE "COMPANY")
(COMPANY NUMBER: 57379)

PRINT OF WRITTEN RESOLUTIONS OF THE MEMBERS OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006
PASSED ON 4th DECEMBER 2009

The following written resolutions, having been duly proposed by the directors of the Company, were duly passed by the Company as a special resolution in respect of resolution 1 and an ordinary resolution in respect of resolution 2:

SPECIAL RESOLUTION

1. THAT:

- (i) the issued share capital of the Company be reduced from £27,528,978 comprising 54,086,676 Y ordinary shares of £0.25 each, 56,029,235 X ordinary shares of 0.25 each and 1 income share of £0.25 to £25.25 comprising 50 Y ordinary shares of £0.25 each, 50 X ordinary shares of £0.25 each and 1 income share of £0.25 through the cancellation of (a) 54,086,626 existing Y ordinary shares of £0.25 each, (b) 56,029,185 existing X ordinary shares of 0.25 each (the "**Reduction of Capital**"),
- (ii) the amount standing to the credit of the share premium account of the Company (being £298,256,410.77) be cancelled and credited to distributable reserves (the "**Cancellation of Share Premium Account**"), and
- (iii) the amount standing to the credit of the capital redemption reserve of the Company (being £100,000) be cancelled and credited to distributable reserves (the "**Cancellation of Capital Redemption Reserve**"),

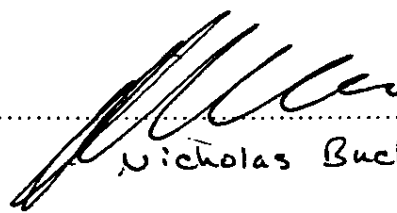
such Reduction of Capital, Cancellation of Share Premium Account and Cancellation of Capital Redemption Reserve to take effect on the day on which a copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the registrar in accordance with section 644(3) of the Companies Act 2006; and

ORDINARY RESOLUTION

- 2. THAT** the directors of the Company be and are hereby authorised to do all acts and things which they may consider appropriate to implement the foregoing.

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Signed


Nicholas Buckles

Director

for and on behalf of Securicor Group Limited