

**Company Number: 2476211**

**ADT GROUP PLC**  
**"The Company"**

THE COMPANIES ACTS 1948 TO 1989

---

COMPANY LIMITED BY SHARES

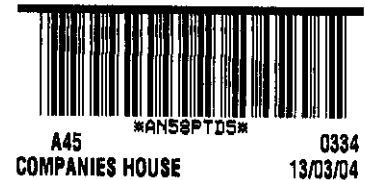
---

SPECIAL RESOLUTION

OF

**ADT GROUP PLC**

(Passed on 3 March 2004)



At an Extraordinary General Meeting of the Company duly convened and held at Security House, The Summit, Hanworth Road, Sunbury-on-Thames, Middlesex, TW16 5DB, on 3 March 2004, the following Resolution were passed as a Special Resolution of the Company.

**RESOLUTION**

THAT:

1. the authorised share capital of the Company be and is hereby increased from £245,000,000 divided into 245,000,000 ordinary shares of £1 each to £399,330,000 divided into 399,330,000 ordinary shares of £1 each by the creation of an additional 154,330,000 ordinary shares of £1 each to rank *pari passu* in all respect with the existing capital of the company;
2. the directors be and are hereby unconditionally authorised for the purposes of section 80 Companies Act 1985 to allot ordinary shares of £1.00 each up to the amount of the authorised share capital of the Company at any time or times during the period of 5 years from the date of this resolution; and
3. the rights of pre-emption in section 89(1) Companies Act 1985 and the articles of association of the Company shall not apply to the allotment of 154,330,000 ordinary shares of £1 each to be made on the date of this resolution.

  
**COMPANY SECRETARY**