

Company Number: 3811043

THE COMPANIES ACT 1985

Company Limited by Shares

**ELECTIVE & ORDINARY
RESOLUTIONS**

Of

Brink's Europe Limited

Passed 27 - 09 - 2000

On 27 SEPTEMBER 2000 by a Resolution in Writing signed by the sole Member of the Company on or before that date (being as valid and effective as if the Resolution had been passed at a General Meeting of the Company duly convened and held) the following Resolutions were passed as an Elective Resolutions, namely:-

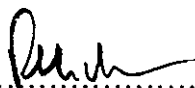
- a) THAT the provisions of Section 80A of the Companies Act 1985 apply to the Company in lieu of Section 80(4) and (5) of the Companies Act 1985.
- b) THAT pursuant to Section 252 of the Companies Act 1985 the Company do elect to dispense with the laying of accounts and reports before the Company in general meeting, such election having effect in relation to accounts and reports for the financial year of the Company ending on 31 July 2000 and for all subsequent years.
- c) THAT pursuant to Section 366A(1) of the Companies Act 1985 the Company do elect to dispense with the holding of Annual General Meetings, such election to take effect for the year 2000 and subsequent years.



- d) THAT pursuant to Section 386 of the Companies Act 1985 the Company do elect to dispense with the appointment of auditors for the financial year of the Company expiring on 31 July 2000 and subsequent years.

ORDINARY RESOLUTION

- e) THAT the Directors of the Company be and are hereby unconditionally authorised for an indefinite period to allot relevant securities, as defined in Section 80 of the Companies Act 1985, up to an aggregate amount of £499,000.



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for and on behalf of
BRINK'S EUROPE LIMITED