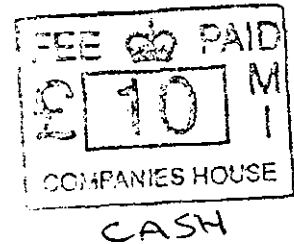


Company No : 58025

CH 1/2/2000

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS



- of -

DE LA RUE PLC (the "Company")

(passed on 10 January 2000)

At an Extraordinary General Meeting of the Company held at Exchange House, Primrose Street, London, EC2A 2HS on 10 January 2000, the following resolutions were duly passed by the Company :-

SPECIAL RESOLUTIONS

1. **THAT:**

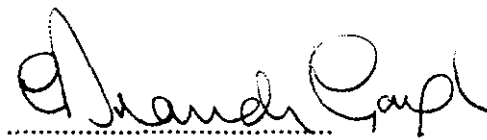
- (A) the authorised share capital of the Company be reduced from £69,000,000 to £68,500,000 by cancelling and extinguishing the 500,000 2.45 per cent. cumulative preference stock units of £1 each (the "Preference Shares") and such reduction shall, in the case of such of the Preference Shares as are in issue, be effected by the payment to the holders thereof whose names appear on the register of members at the close of business on the day on which this reduction of capital becomes effective, of the capital paid up thereon together with the dividend accruing in respect thereof calculated up to and including the date of repayment;
- (B) upon the repayment and cancellation of the Preference Shares becoming effective:
 - (i) the articles of association of the Company be altered by:
 - (a) the deletion of the words "and 500,000 2.45 per cent. cumulative preference stock units of £1 each" in Article 3; and
 - (b) the deletion of Article 8 and the renumbering of the Articles accordingly;
 - (ii) the memorandum of association of the Company be altered by the deletion of the words "and 500,000 2.45 per cent. Cumulative Preference Stock units of £1 each" in Clause 6.



2. **THAT**, conditional upon the Court confirming the reduction of capital provided for in resolution numbered 1 in the Notice of Meeting convening the meeting at which this resolution is passed as a special resolution:
- (A) the Scheme of Arrangement dated 3 December 1999 (the "**Scheme**") proposed to be made between the Company and the holders of Ordinary Shares (as defined in the Scheme), a print of which has been produced to the meeting at which this resolution is passed and for the purposes of identification has been signed by the Chairman thereof, be and is hereby approved;
 - (B) for the purpose of giving effect to the Scheme in its original form, or with or subject to any modification, addition or condition approved or imposed by the Court:
 - (i) the share capital of the Company be reduced by cancelling all the Ordinary Shares (as defined in the Scheme);
 - (ii) forthwith and contingently upon such reduction of capital taking effect:
 - (a) the capital of the Company shall be increased to its former amount by the creation of such number of ordinary shares of 25p each ("**New Shares**") as is equal to the number of Ordinary Shares cancelled; and
 - (b) the reserve arising as a result of such reduction of capital be applied in paying up in full at par the New Shares created pursuant to sub-paragraph (ii)(a) which shall be allotted and issued, credited as fully paid up, to New De La Rue (as defined in the Scheme);
 - (iii) conditionally on the Scheme becoming effective, the directors of the Company be and are hereby authorised for the purposes of section 80 of the Companies Act 1985 to give effect to this resolution and accordingly to effect the allotment of the New Shares referred to in paragraph (ii) above, provided that (a) the maximum nominal amount of shares which may be allotted hereunder shall be £68,500,000; (b) this authority shall expire at the next annual general meeting; and (c) this authority shall be without prejudice to any other authority under the said section 80 previously granted and in force on the date on which this resolution is passed;
 - (C) upon the Scheme becoming effective in accordance with its terms the name of the Company be changed to "De La Rue Holdings plc";
 - (D) **THAT** the articles of association of the Company be and they are hereby amended by the adoption and inclusion of the following new Article 134:

"SCHEME OF ARRANGEMENT"

- 134.1 For the purpose of this Article 134, references to the "Scheme" are to the Scheme of Arrangement between the Company and the Shareholders (each as defined in the Scheme) dated 3 December 1999 under section 425 of the Companies Act 1985 and terms defined in the Scheme and (if not so defined) in the circular containing the Explanatory Statement (as defined) circulated with the Scheme pursuant to section 426 of the Companies Act 1985 shall have the same meanings when used in this Article.
- 134.2 If the Company issues any ordinary shares of 25p each on or after the Voting Record Time and prior to the close of business on the last business day before the Hearing Date such shares shall be allotted and issued subject to the terms of the Scheme and the holder or holders of such shares shall be bound by the Scheme accordingly.
- 134.3 If any ordinary shares of 25p each of the Company are allotted or issued to any person (a "new member") (other than to New De La Rue or any subsidiary undertaking of New De La Rue or anyone acting on behalf of New De La Rue or any subsidiary undertaking of New De La Rue) on or after the Hearing Date they shall, provided that the Scheme has become effective and from that time, be immediately transferred to New De La Rue in consideration of and conditional on the allotment and issue by New De La Rue to the new member of New Shares on the basis of one New Share for every ordinary share of 25p held in the capital of the Company.
- 134.4 The number of New Shares to be issued to the new member under this Article 134 may be adjusted by the De La Rue Directors in such manner as the Company's auditors may determine, on any reorganisation of the share capital of the Company or of New De La Rue.
- 134.5 In order to give effect to any such transfer required by this Article 134, the Company may appoint any person to execute and deliver a form of transfer on behalf of the new member in favour of New De La Rue and/or its nominees and to agree for and on behalf of the new member to become a member of New De La Rue. Pending the registration of New De La Rue as a holder of any share to be transferred pursuant to this Article 134, New De La Rue shall be empowered to appoint a person nominated by the De La Rue Directors to act as attorney on behalf of any holder of such share in accordance with such directions as New De La Rue may give in relation to any dealings with or disposal of such share (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and any holders of such share shall exercise all rights attaching thereto or in accordance with the directions of New De La Rue but not otherwise."



CHAIRMAN