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THOMAS DE LA RUE LIMITED

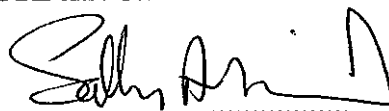
NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** of the Company will be held at 6 Agar Street, London WC2N 4DE on Tuesday 25th March 1997 to consider, and if thought fit, to pass the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be increased to 152,000,000 Ordinary Shares of £1.00 each and 29,000 shares of 1,000 Swiss francs each by the creation of 150,000,000 Ordinary Shares of £1.00 each such new shares to rank pari passu in all respects with the existing Ordinary Shares of £1.00 each in the capital of the Company.
2. **THAT** the directors of the Company be authorised for a period of 12 months from the date of the passing of this resolution to make the following allotments of shares in the Company:-

<u>Name and address of allottee</u>	<u>Class of shares</u>	<u>Number of shares</u>
De La Rue Plc 6 Agar Street London, WC2N 4DE	Ordinary	150,000,000

BY ORDER OF THE BOARD



Secretary

NOTE A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote on his behalf. The proxy need not be a member of the company. Proxies must be deposited at the registered office of the Company not less than 48 hours before the meeting.

Registered office: 6 Agar Street
London WC2N 4DE

Dated: 25 March 1997

