

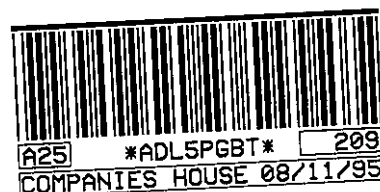
Company No: 1473721

THE COMPANIES ACTS 1985 - 1989
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

- of -

RELIANCE SECURITY GROUP PLC

Passed on 15th September 1995



At the Annual General Meeting of the above named Company duly convened and held on the above date, the following Resolutions were duly passed, Resolutions 6 and 7 as SPECIAL RESOLUTIONS and Resolution 8 as an ORDINARY RESOLUTION:-

SPECIAL RESOLUTIONS

6. That the Directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) of the Company for cash pursuant to the general authority conferred on the directors pursuant to resolution 8 passed at the Annual General Meeting of the Company held on 14 September 1992 as if section 89(1) of that Act did not apply to such allotment, provided that this power shall be limited to:-
- (a) the allotment of equity securities in connection with or pursuant to an offer of equity securities by way of rights, open offer or otherwise to the holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of such shares or in accordance with the rights attached thereto, subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory body or any stock exchange in any territory or any other matter;
 - (b) the allotment (other than pursuant to (a) above) of equity securities up to an aggregate nominal amount of £56,412;

and such power shall (unless renewed, varied or revoked by the Company) expire on the date of the Annual General Meeting of the Company to be held in 1996 or fifteen months after the date of the passing of this resolution (whichever is the earlier), but so that the Company may, before such expiry, make an offer or agreement which would

or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

7. That the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined by section 163(3) of the Companies Act 1985) on the London Stock Exchange of ordinary shares of 5p each ("ordinary shares") in the capital of the Company provided that:-

- (a) the maximum aggregate number of shares authorised to be purchased is 1,128,244 ordinary shares;
- (b) the minimum price which shall be paid for the ordinary shares is 5p for each share, and the maximum price (exclusive of expenses) which may be paid for such shares is 5 per cent above the average middle market quotations derived from USM Appendix to the London Stock Exchange Daily Official List (or such other section or Appendix to such List as is appropriate for the market on which the ordinary shares of the Company are then dealt in or traded on) for the 10 business days before the purchase is made;
- (c) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the date of the Annual General Meeting of the Company to be held in 1996 or fifteen months after the date of passing of this resolution (whichever is the earlier); and
- (d) the Company may, before such expiry, make a contract to purchase its own shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own shares in pursuance of such a contract.

ORDINARY RESOLUTION

8. That the rules of the Company's 1986 Executive Share Option Scheme, Savings-Related Share Option Scheme and Executive Share Option Scheme (1994) be amended as follows:-

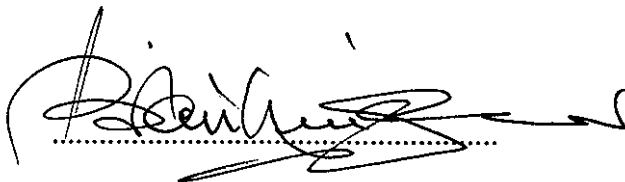
- (a) the definition of "Eligible Employee" in rule 1 of the rules of the Reliance Security Group PLC 1986 Executive Share Option Scheme be amended by the deletion of paragraph (a) of that Rule and the substitution of the following paragraph (a) in its place:-

"(a) is a director of a Participating Company on terms which require him to devote at least 25 hours a week (excluding meal breaks) or is an employee of a Participating Company; and";

- (b) the definition of "Eligible Employee" in rule 1.1 of the rules of the Reliance Security Group PLC Savings-Related Share Option Scheme be amended by the deletion of:-
- (i) the words "normally devotes to his duties 24 hours or more per week,";
 - (ii) the word "such" between the words "pursuant to Rule 2.1 been" and "a director or employee"; and
 - (iii) the words "and any other director or employee of any Participating Company nominated by the Board to be an Eligible Employee"; and
- (c) the rules of the Reliance Security Group PLC Executive Share Option Scheme (1994) be amended by:-
- (i) the deletion of the existing definition of "Eligible Employee" in rule 1.1 and the substitution of the following definition of "Eligible Employee" in its place:-

"Eligible Employee"
at the Date of Grant, a full-time director or an employee of a Participating Company, who is not bound to retire within the period of 2 years after the Date of Grant and who is not precluded by the provisions of paragraph 8 of Schedule 9 to the Taxes Act from participating in the Scheme;" and
 - (ii) the deletion of the definition of "full-time employment" in rule 1.1 and the substitution of the following definition of "full-time" in its place:-

"Full-time"
in relation to a director, a director who is employed to work for substantially the whole of his time and for at least 25 hours per week (excluding any meal breaks) for one or more companies within the Group".



Chairman