

30 - 11 - 99

No. of Company: 3801456
THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

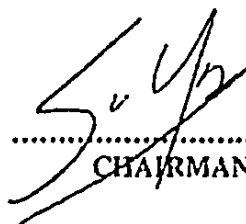
NEW CELLULAR HOLDINGS plc

(passed on 8th November 1999)

At an Extraordinary General Meeting of the Company held at Exchange House, Primrose Street, London EC2A 2HS on 8th November 1999 the following resolutions were duly passed by the Company:

ORDINARY RESOLUTIONS

1. THAT the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £39,999,999 in accordance with and subject to the terms of the Scheme of Arrangement of Securicor plc dated 22nd September 1999 (the "Scheme"), to Relevant Holders (as that term is defined in the Scheme) or to any nominee for any Relevant Holders in accordance with the arrangements specified in Clause 3(c) of the Scheme PROVIDED THAT this authority shall expire on 15 September 2000.
2. THAT the Directors of the Company be and are hereby authorised, conditionally on the allotment referred to in Resolution 1 above, in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount equal to £39,999,999 in accordance with and subject to the terms of the Scheme to New Securicor (as that term is defined in the Scheme), PROVIDED THAT this authority shall expire on 15 September 2000.
3. THAT Resolutions 1 and 2 above be and are hereby passed in substitution for and to the exclusion of two ordinary resolutions of the Company which were passed as ordinary resolutions in an extraordinary general meeting of the Company held on 11th October 1999, being Resolutions 5 and 6 as shown in a print of the resolutions of the said meeting and annexed hereto which are hereby revoked.


.....
CHAIRMAN

