

Company Number: 3801456

THE COMPANIES ACTS 1985 TO 1989

PUBLIC COMPANY LIMITED BY SHARES

NEW CELLULAR HOLDINGS PLC

(Company Number 3801456)

At an Extraordinary General Meeting of the Company duly convened and held on 14<sup>th</sup> October 1999 the following resolution was duly passed as a Special Resolution of the Company.

**SPECIAL RESOLUTION**

THAT:

1. conditional upon the Securicor Scheme becoming effective and the allotment and issue of the "A" Ordinary Shares in the capital of the Company required to be allotted and issued pursuant thereto and subject to the confirmation of the Court, the share capital and the share premium account of the Company be reduced by: (i) the cancellation of the Issued "A" Shares; (ii) the cancellation of the Authorised But Unissued "A" Shares; and (iii) the cancellation of the Share Premium Account and; (iv) the repayment to "A" Shareholders of an amount equal to the Reduction Amount in respect of each Issued "A" Share, such repayments to be satisfied by the transfer by the Company of the entire issued share capital of Securicor plc to the "A" Shareholders in full satisfaction of their respective rights in relation to the Reduction; and

2. For the purpose of this Resolution:

"A" Shareholders" means the holders of Issued "A" shares immediately prior to confirmation by the Court of the Reduction;

"Authorised But Unissued "A" Shares" means "A" ordinary shares in the capital of the Company which are authorised but unissued immediately prior to confirmation by the Court of the Reduction;



"Court" means the High Court of Justice in England and Wales;

"Issued "A" Shares" means "A" ordinary shares in the capital of the Company in issue immediately prior to confirmation by the Court of the Reduction;

"Reduction" means the reduction of capital and cancellation of share premium account provided for in this Resolution;

"Reduction Amount" means an amount equal to the aggregate of (i) the nominal value of each of the Issued "A" Shares; and (ii) the Share Premium Account divided by the number of Issued "A" Shares;

"Securicor Scheme" means the Scheme of Arrangement under Section 425 of the Companies Act 1985 between (1) Securicor plc; (2) the holders of the Scheme Shares (as defined therein); (3) New Securicor plc; and (4) New Cellular Holdings plc dated 22 September 1999 with any modification thereof or addition or condition thereto in each case approved or imposed by the Court; and

"Share Premium Account" means the amount standing to the credit of the share premium account of the Company immediately prior to confirmation by the Court of the Reduction.

  
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Director

Dated: 14<sup>th</sup> October 1999