

**NOTICE TO THE STOCKHOLDERS OF
ARGYLE SECURITY, INC.
PURSUANT TO SECTION 228 OF THE GENERAL CORPORATION LAW OF
THE STATE OF DELAWARE**

Notice is hereby given to all stockholders of Argyle Security, Inc., a Delaware corporation (the "Company"), pursuant to Section 228(e) of the Delaware General Corporation Law (the "DGCL") that:

By a written consent, attached as Exhibit A hereto, the holders of a majority of the issued and outstanding shares of the Company's common stock, \$.0001 par value ("Common Stock") and the Company's Series B Convertible Preferred Stock, \$.0001 par value per share ("Class B Preferred Stock") as of a record date of June 21, 2013, voting together as a single class, on an as-converted basis, approved the following actions:

The appointment and election of the following persons to fill the two of five directorships on the Board of Directors:

<u>Name</u>	<u>Appointed to Class of Directors With Term to Expire at the Annual Meeting of Stockholders to be Held in:</u>
Ray Gilley	2016
Sam Youngblood	2016

Following the election of Messrs. Gilley and Youngblood to the Board, the name of each of the Directors constituting the entire Board are listed below and the Class of Directors are hereby indicated opposite such person's name:

<u>Name</u>	<u>Appointed to Class of Directors With Term to Expire at the Annual Meeting of Stockholders to be Held in:</u>
Ray Gilley (President, CEO and COO)	2016
Sam Youngblood	2016
Robert Davies (Chairman of the Board)	2015
James Read	2015
Simon Whitmey (Chairman of Audit Committee)	2014

Dated as of July 31, 2013

ARGYLE SECURITY, INC.

By: /s/ Matthew A. Kepke
Matthew A. Kepke
Vice President, General Counsel and
Secretary

**ARGYLE SECURITY, INC.
WRITTEN CONSENT OF STOCKHOLDERS
ARGYLE SECURITY, INC.**

WRITTEN CONSENT OF STOCKHOLDERS

Pursuant to the authority contained in Section 228 of the General Corporation Law of the State of Delaware, as amended (the “DGCL”), and Section 2.7 of the bylaws (the “Bylaws”) of Argyle Security, Inc., a Delaware corporation (the “Company”), the undersigned, being the holders of record (the “Holders”) of a majority of the voting power of the issued and outstanding capital stock of the Company on June 21, 2013, hereby waive a meeting and notice of a meeting and hereby consent to the following recitals and resolutions, such consent to have the same force and effect as if adopted at a duly called and noticed meeting of stockholders of the Company:

WHEREAS, the number of Directors constituting the entire Board of Directors (the “Board”) is five (5) Directors, including existing directorships held by each of Mr. Ray Gilley and Mr. Sam Youngblood, each with terms of office expiring at the Annual Meeting of Stockholders to be held in 2013.

WHEREAS, the Board has nominated and recommended Mr. Ray Gilley for election as a Director.

WHEREAS, the Board has nominated and recommended Mr. Sam Youngblood for election as a Director.

NOW THEREFORE BE IT RESOLVED, that Mr. Ray Gilley is hereby elected to the Board as follows:

Ray Gilley is hereby elected to the Board for a term expiring at the Annual Meeting of Stockholders of the Company to be held in the 2016 calendar year, effective immediately; it is further

RESOLVED, that Mr. Sam Youngblood is hereby elected to the Board as follows:

Sam Youngblood is hereby elected to the Board for a term expiring at the Annual Meeting of Stockholders of the Company to be held in the 2016 calendar year, effective immediately; it is further

RESOLVED, that following the election of Messrs. Gilley and Youngblood to the Board, the name of each of the Directors constituting the entire Board are listed below and the Class of Directors are hereby indicated opposite such person’s name:

<u>Name</u>	<u>Appointed to Class of Directors With Term to Expire at the Annual Meeting of Stockholders to be Held in:</u>
Ray Gilley	2016
Sam Youngblood	2016
James Read	2015
Robert Davies	2015
Simon Whitmey	2014

; and it is further

RESOLVED, that this Written Consent of Stockholders may be executed in any number of counterparts by means of original, facsimile or electronic (pdf) signatures.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned stockholders of record of the Company have executed this Written Consent of Stockholders as of the date set forth under their respective signatures.

MEZZANINE MANAGEMENT LIMITED

By: /s/ Christopher C. Morris
Name: Christopher C. Morris
Title: Authorised Signatory
Date: 12 July 2013

MEZZANINE MANAGEMENT FUND IV A, L.P.

By: /s/ Christopher C. Morris
Name: Christopher C. Morris
Title: Authorised Signatory
Date: 12 July 2013

MEZZANINE MANAGEMENT FUND IV COINVEST A, L.P.

By: /s/ Christopher C. Morris
Name: Christopher C. Morris
Title: Authorised Signatory
Date: 12 July 2013

IN WITNESS WHEREOF, the undersigned stockholders of record of the Company have executed this Written Consent of Stockholders as of the date set forth under their respective signatures.

WILLIAM BLAIR MEZZANINE CAPITAL FUND III, L.P.

By: William Blair Mezzanine Capital Partners III, L.L.C., its General Partner

By: /s/ David Jones

Name: David Jones

Title: Managing Director

Date: 7/2/13

IN WITNESS WHEREOF, the undersigned stockholders of record of the Company have executed this Written Consent of Stockholders as of the date set forth under their respective signatures.

/s/ Sam Youngblood

Sam Youngblood

Date: 7/2/13

IN WITNESS WHEREOF, the undersigned stockholders of record of the Company have executed this Written Consent of Stockholders as of the date set forth under their respective signatures.

/s/ Don Carr

Don Carr

Date: 7/2/13

IN WITNESS WHEREOF, the undersigned stockholders of record of the Company have executed this Written Consent of Stockholders as of the date set forth under their respective signatures.

/s Mark McDonald

Mark McDonald

Date: 7/3/13

