

Registration number: 07836174

G4S Finance (Brazil) Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2016

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G4S Finance (Brazil) Limited

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G4S Finance (Brazil) Limited

Company Information

Directors	C A V Barroche T P Weller S Lundsberg-Nielsen
Company secretary	W A Hayes
Registered office	5th Floor, Southside 105 Victoria Street London SW1E 6QT
Independent auditors	PricewaterhouseCoopers LLP Central Square 29 Wellington Street Leeds LS1 4DL

G4S Finance (Brazil) Limited

Strategic Report for the Year Ended 31 December 2016

The directors present their strategic report for the year ended 31 December 2016.

Fair review of the business

The principal activity of the company during the year was that of providing finance to other members of the G4S plc group.

The company had net assets at 31 December 2016 of £47,494,000 (2015: £32,386,000) and made a profit for the financial year of £15,108,000 (2015: loss of £12,853,000).

Future developments

The company does not expect any changes to its principal activity in the foreseeable future.

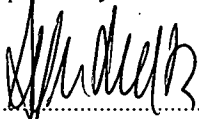
Key performance indicators

Given the straightforward nature of the business, the directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Principal risks and uncertainties

As financing company the principal risks and uncertainties are managed as part of the wider G4S plc group. A full explanation of these risks is contained in the consolidated financial statements of G4S plc. Copies of the group financial statements for G4S plc are available upon request from the Company Secretary, Southside, 105 Victoria Street, London, SW1E 6QT.

Approved by the Board on 20 June 2017 and signed on its behalf by:



.....
S Lundsberg-Nielsen
Director

G4S Finance (Brazil) Limited

Directors' Report for the Year Ended 31 December 2016

The directors present their report and the audited financial statements for the year ended 31 December 2016.

Directors' of the company

The directors who held office during the year up to the date of signing the financial statements were as follows:

T P Weller (appointed 24 October 2016)

S Lundsberg-Nielsen

P V David (resigned 31 December 2016)

H H Raja (resigned 1 October 2016)

The following director was appointed after the year end:

C A V Barroche (appointed 1 January 2017)

Results and dividends

The results for the year are set out on page 8. The directors do not recommend the payment of a final dividend (2015: £nil).

A review of the progress of the company's business during the year, the key performance indicators, internal controls, principal business risks and likely future developments are contained in the Strategic report on page 2.

Environmental matters

The company's business is not one that has a significant direct impact on the environment. However, the company recognises the importance of its responsibilities to reduce environmental impact in such areas as energy usage, recycling, environmentally-friendly products and paper products, where it operates in accordance with the policies of G4S plc as detailed in the group's annual report.

Financial Risk Management

The company operates within the financial risk management objectives and policies of G4S plc which are disclosed within the group's annual report.

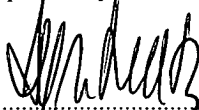
Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution confirming their re-appointment will be proposed at the Annual General meeting.

Approved by the Board on 20 June 2017 and signed on its behalf by:



.....
S Lundsberg-Nielsen
Director

G4S Finance (Brazil) Limited

Statement of Directors' Responsibilities

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- state whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

G4S Finance (Brazil) Limited

Independent Auditors' Report to the members of G4S Finance (Brazil) Limited

Report on the financial statements

Our opinion

In our opinion, G4S Finance (Brazil) Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the Statement of Financial Position as at 31 December 2016;
- the Income Statement and Statement of Comprehensive Income for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

G4S Finance (Brazil) Limited

Independent Auditors' Report to the members of G4S Finance (Brazil) Limited

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2016 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exception to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

G4S Finance (Brazil) Limited

Independent Auditors' Report to the members of G4S Finance (Brazil) Limited

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



.....
Tom Yeates (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors

Central Square
29 Wellington Street
Leeds
LS1 4DL

Date: 21 June 2017

G4S Finance (Brazil) Limited

Income Statement for the Year Ended 31 December 2016

	Note	2016 £ 000	2015 £ 000
Operating results		-	-
Finance costs	6	-	(14,495)
Finance income	5	<u>14,633</u>	<u>1,394</u>
Profit/(loss) before taxation		14,633	(13,101)
Tax on profit/(loss)	9	<u>475</u>	<u>248</u>
Profit/(loss) for the financial year		<u><u>15,108</u></u>	<u><u>(12,853)</u></u>

The notes on pages 12 to 17 form an integral part of these financial statements.

G4S Finance (Brazil) Limited

Statement of Comprehensive Income for the Year Ended 31 December 2016

	2016	2015
	£ 000	£ 000
Profit/(loss) for the financial year	<u>15,108</u>	<u>(12,853)</u>
Total comprehensive income/(expense) for the year	<u>15,108</u>	<u>(12,853)</u>

The notes on pages 12 to 17 form an integral part of these financial statements.

G4S Finance (Brazil) Limited

Statement of Changes in Equity for the Year Ended 31 December 2016

	Called up share capital £ 000	Retained earnings £ 000	Total equity £ 000
At 1 January 2015	13,100	24,864	37,964
Comprehensive loss:			
Loss for the financial year	-	(12,853)	(12,853)
Total comprehensive expense for the year	-	(12,853)	(12,853)
Transaction with owners:			
New share capital subscribed	7,275	-	7,275
At 31 December 2015	20,375	12,011	32,386
At 1 January 2016	20,375	12,011	32,386
Comprehensive income:			
Profit for the financial year	-	15,108	15,108
Total comprehensive profit for the year	-	15,108	15,108
At 31 December 2016	20,375	27,119	47,494

The notes on pages 12 to 17 form an integral part of these financial statements.

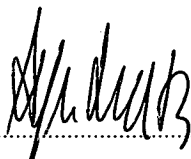
G4S Finance (Brazil) Limited

(Registration number: 07836174)

Statement of Financial Position as at 31 December 2016

	Note	2016 £ 000	2015 £ 000
Current assets			
Trade and other receivables	10	<u>47,613</u>	<u>32,941</u>
Total assets		<u>47,613</u>	<u>32,941</u>
Current liabilities			
Trade and other payables	11	<u>(119)</u>	<u>(555)</u>
Total liabilities		<u>(119)</u>	<u>(555)</u>
Net assets		<u>47,494</u>	<u>32,386</u>
Equity			
Called up share capital	12	20,375	20,375
Retained earnings		<u>27,119</u>	<u>12,011</u>
		<u>47,494</u>	<u>32,386</u>

The Financial Statements on pages 8 to 17 were approved by the Board on 20 June 2017 and signed on its behalf by:


.....
S Lundsberg-Nielsen
Director

G4S Finance (Brazil) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

1 General information

G4S Finance (Brazil) Limited (the 'Company') is incorporated in the United Kingdom, registered in England and Wales, and domiciled in the United Kingdom. It is a private company, limited by shares. The company's registered office is 5th Floor, Southside, 105 Victoria Street, London, SW1E 6QT.

The financial statements are presented in sterling, which is the Company's functional currency, and in thousands of pounds unless stated otherwise.

2 Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard ('FRS') 101 'Reduced Disclosure Framework'.

3 Significant accounting policies

Basis of preparation

The financial statements have been prepared under the going concern basis and using the historical cost convention in accordance with Companies Act 2006 and applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice ('UK GAAP') including FRS 101). The principal accounting policies and measurement bases adopted are set out below and have been applied consistently to all the years presented, unless stated otherwise. Judgements made by the directors in the application of these accounting policies which have a significant effect on the financial statements, and estimates with a significant risk of material adjustment, have been disclosed in note 4.

Exemptions

The Company has taken advantage of certain disclosure exemptions in FRS 101, in part because its financial statements are included in the publicly available consolidated financial statements of G4S plc. Copies of the consolidated financial statements of G4S plc may be obtained by writing to the Company Secretary, 5th Floor, Southside, 105 Victoria Street, London, SW1E 6QT United Kingdom.

These disclosure exemptions relate to:

- the requirement of IAS 7 'Statement of cash flows';
- the statement of compliance with adopted IFRSs;

Finance income and expense

Finance income is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable. This is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset's net carrying amount.

Finance costs are recognised as an expense in the income statement on the same basis.

G4S Finance (Brazil) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

Foreign currencies

The financial statements are presented in sterling, which is the company's functional currency. Transactions in currencies other than the functional currency are translated at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities which are denominated in other currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items measured at historical cost denominated in other currencies are not retranslated. Gains and losses arising on retranslation are included in the income statement.

Income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Financial instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instruments.

Trade receivables

Trade receivables do not carry interest and are stated initially at their fair value. The carrying amount of trade receivables is reduced through the use of a bad debt allowance account. The company provides for bad debts based upon an analysis of those that are past due, in accordance with local conditions and past default experience.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

Trade payables

Trade payables are not interest-bearing and are stated initially at fair value.

G4S Finance (Brazil) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

Impairment

The carrying value of the company's assets, with the exception of inventories and deferred tax assets, is reviewed on an ongoing basis for any indication of impairment and, if any such indication exists, the assets' recoverable amount is estimated. An impairment loss is recognised in the income statement whenever the carrying value of an asset or its cash-generating unit exceeds its recoverable amount.

An impairment loss in respect of goodwill is not reversed. In respect of any other asset, an impairment loss is reversed if there has been a change in the estimates used to determine its recoverable amount. The amount of the reversal is limited such that the asset's carrying amount does not exceed that which would have been determined (after depreciation and amortisation) if no impairment loss had been recognised.

The company provides for impairments in financial assets when there is objective evidence of impairment as a result of one or more events that impact the estimated future cash flows of the financial assets.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Dividends

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

Amounts owed by/to group undertaking

Amounts owed by/to group undertakings are recognised initially at fair value and subsequently stated at amortised cost.

4 Accounting estimates, judgements and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of the company's accounting policies. These judgements, estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, including current and expected economic conditions, and in some cases, actuarial techniques.

Although these judgements, estimates and associated assumptions are based on management's best knowledge of current events and circumstances, the actual results may differ.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

The judgements, estimates and assumptions which are of most significant in preparing the company's financial statements are detailed below:

Deferred tax

Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies.

G4S Finance (Brazil) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

5 Finance income

	2016 £ 000	2015 £ 000
Interest receivable from group undertakings	31	1,394
Foreign exchange gains	<u>14,602</u>	<u>-</u>
	<u><u>14,633</u></u>	<u><u>1,394</u></u>

6 Finance costs

	2016 £ 000	2015 £ 000
Foreign exchange losses	-	(14,481)
Interest on bank overdrafts and loans	<u>-</u>	<u>(14)</u>
	<u><u>-</u></u>	<u><u>(14,495)</u></u>

7 Staff costs

There were no employees during the current and prior year, and therefore the Company incurred no staff costs.

The directors received no remuneration or accrued pension benefits in respect of their services to the Company during both the current and prior year.

8 Auditors' remuneration

The auditors' remuneration of £1,200 (2015: £1,200) was borne by another group Company. The Company did not incur any non-audit charges in the current and prior year.

G4S Finance (Brazil) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

9 Tax on profit/(loss)

Tax charged/(credited) in the profit and loss account

	2016 £ 000	2015 £ 000
Current taxation		
UK corporation tax	(39)	227
UK corporation tax adjustment to prior periods	<u>(436)</u>	<u>(475)</u>
	<u>(475)</u>	<u>(248)</u>

The tax credit for the year is lower than (2015: higher than) the standard effective rate of corporation tax in the UK of 20% (2015: 20.25%).

The differences are reconciled below:

	2016 £ 000	2015 £ 000
Profit/(loss) before taxation	<u>14,633</u>	<u>(13,101)</u>
Corporation tax at standard rate of 20% (2015: 20.25%)	2,927	(2,653)
Decrease in tax from adjustment for prior periods	(436)	(475)
Increase from effect of expenses not deductible in determining taxable profit (tax loss)	-	2,880
Decrease from effect of revenues exempt from taxation	<u>(2,966)</u>	<u>-</u>
Total tax credit	<u>(475)</u>	<u>(248)</u>

The UK corporation tax rate reduced from 21% to 20% with effect from 1 April 2015. Further reductions in the UK corporation tax rate will apply from 1 April 2017 when the rate reduced to 19% and from 1 April 2020 when the rate reduces to 17%. All of these rate changes were enacted at the balance sheet date.

G4S Finance (Brazil) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

10 Trade and other receivables

	2016 £ 000	2015 £ 000
Amounts owed from group undertakings (members of the G4S plc group)	47,574	32,941
Income tax asset	39	-
	<u>47,613</u>	<u>32,941</u>

Included in amounts owed from group undertakings is a £46,062,000 (2015: £31,702,000) short term loan receivable repayable on 28 June 2017. During the year interest was charged at a rate between 7% and 15%. In addition there is a £1,512,000 (2015: £1,239,000) short term loan receivable which is repayable on demand with interest charged at LIBOR plus 2.5%.

11 Trade and other payables

	2016 £ 000	2015 £ 000
Amounts due to group undertakings (members of the G4S plc group)	119	-
Income tax liability	-	555
	<u>119</u>	<u>555</u>

Amounts owed to group undertakings are interest free, unsecured and repayable on demand.

12 Called up share capital

Allotted and fully paid shares

	2016 No. 000	£ 000	2015 No. 000	£ 000
Ordinary of £1 each	<u>20,375</u>	<u>20,375</u>	<u>20,375</u>	<u>20,375</u>

New shares allotted

On 10 June 2015, 7,275,000 ordinary shares with a nominal value of £1 were issued for cash at par, to the company's sole shareholder G4S plc.

13 Parent and ultimate parent undertaking

The company's ultimate parent company and ultimate controlling party is G4S plc, a company incorporated in the United Kingdom.

The parent undertaking of both the largest and smallest group, which included the company and for which group financial statements are prepared is G4S plc. G4S plc is also the Company's immediate parent undertaking.

Copies of the group financial statements for G4S plc are available upon request from the Company Secretary, 5th Floor, Southside, 105 Victoria Street, London, SW1E 6QT.

The notes on pages 12 to 17 form an integral part of these financial statements.