

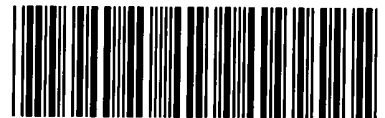
Registration number: 06655410

G4S US Investments Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2016

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G4S US Investments Limited

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G4S US Investments Limited

Company Information

Directors	T P Weller C A V Barroche 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 US Investments 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 is that of a holding company.

The company had net liabilities at 31 December 2016 of \$11,617,000 (2015: \$7,263,000) and made a loss in the year of \$4,354,000 (2015: profit of \$3,477,000).

Future developments

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

Key performance indicators

Given the straight forward 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 development of the business.

Principal risks and uncertainties

As an investment holding 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 4 July 2017 and signed on its behalf by:



C. A. V. Baroane
Director

G4S US Investments 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 and up to the date of approval of the financial statements were as follows:

T P Weller (appointed 24 October 2016)

H H Raja (resigned 31 October 2016)

P V David (resigned 31 December 2016)

S Lundsberg-Nielsen

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 9. 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 is 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.

Going concern

The financial statements have been prepared on a going concern basis, notwithstanding the company's net liabilities, which the directors believe to be appropriate for the following reasons. The Company received a financial support letter from a parent company to provide sufficient financial assistance to the company if and when it is needed to enable the company to continue its operations and fulfil its currently anticipated financial obligations now and in the future. This undertaking is provided for a period of at least 12 months provided the Company remains a member of the parent company's group. Accordingly, the Company's financial statements have been prepared on a going concern basis.

G4S US Investments Limited

Directors' Report for the Year Ended 31 December 2016

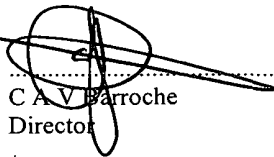
Disclosure of information to the auditors

Each director has taken the steps 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 4 July 2017 and signed on its behalf by:



C A V Barroche
Director

G4S US Investments Limited

Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual 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 these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising 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.

They 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 US Investments Limited

Independent Auditors' Report to the Members of G4S US Investments Limited

Report on the financial statements

Our opinion

In our opinion, G4S US Investments 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 loss 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.

G4S US Investments Limited

Independent Auditors' Report to the Members of G4S US Investments Limited

Opinion 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 our 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.

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 2006 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 exceptions 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 5), 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 (APB'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 US Investments Limited

Independent Auditors' Report to the Members of G4S US Investments Limited

What an audit of financial statements involves

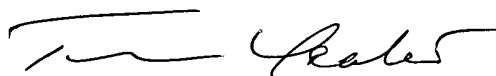
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. 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: 10/7/17

G4S US Investments Limited

Income Statement for the Year Ended 31 December 2016

	Note	2016 \$ 000	2015 \$ 000
Dividend income		4,200	11,650
Finance costs	5	<u>(9,814)</u>	<u>(9,955)</u>
(Loss)/profit before income tax		(5,614)	1,695
Tax on (loss)/profit	8	<u>1,260</u>	<u>1,782</u>
(Loss)/profit for the year		<u><u>(4,354)</u></u>	<u><u>3,477</u></u>

The notes on pages 13 to 19 form an integral part of these financial statements.

G4S US Investments Limited

Statement of Other Comprehensive Income for the Year Ended 31 December 2016

	2016 \$ 000	2015 \$ 000
(Loss)/profit for the year	<u>(4,354)</u>	<u>3,477</u>
Total comprehensive (expense)/income for the year	<u><u>(4,354)</u></u>	<u><u>3,477</u></u>

The notes on pages 13 to 19 form an integral part of these financial statements.

G4S US Investments Limited

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

	Share capital \$ 000	Accumulated losses \$ 000	Total equity \$ 000
At 1 January 2015	<u>10</u>	<u>(10,750)</u>	<u>(10,740)</u>
Comprehensive income:			
Profit for the year	<u>-</u>	<u>3,477</u>	<u>3,477</u>
Total comprehensive income	<u>-</u>	<u>3,477</u>	<u>3,477</u>
At 31 December 2015	<u>10</u>	<u>(7,273)</u>	<u>(7,263)</u>
At 1 January 2016	<u>10</u>	<u>(7,273)</u>	<u>(7,263)</u>
Comprehensive loss:			
Loss for the year	<u>-</u>	<u>(4,354)</u>	<u>(4,354)</u>
Total comprehensive income	<u>-</u>	<u>(4,354)</u>	<u>(4,354)</u>
At 31 December 2016	<u>10</u>	<u>(11,627)</u>	<u>(11,617)</u>

The notes on pages 13 to 19 form an integral part of these financial statements.

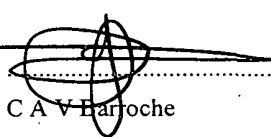
G4S US Investments Limited

(Registration number: 06655410)

Statement of Financial Position as at 31 December 2016

	Note	2016 \$ 000	2015 \$ 000
ASSETS			
Non-current assets			
Investments	9	<u>190,000</u>	<u>190,000</u>
		<u>190,000</u>	<u>190,000</u>
Current assets			
Trade and other receivables	10	3,262	-
Current tax asset		<u>1,964</u>	<u>3,966</u>
		<u>5,226</u>	<u>3,966</u>
Total assets		<u><u>195,226</u></u>	<u><u>193,966</u></u>
LIABILITIES			
Current liabilities			
Trade and other payables	11	(206,838)	(190,425)
Bank overdrafts		<u>(5)</u>	<u>(10,804)</u>
		<u>(206,843)</u>	<u>(201,229)</u>
Net liabilities		<u><u>(11,617)</u></u>	<u><u>(7,263)</u></u>
EQUITY			
Share capital	12	10	10
Accumulated losses		<u>(11,627)</u>	<u>(7,273)</u>
Total equity		<u><u>(11,617)</u></u>	<u><u>(7,263)</u></u>

Approved by the Board on 4 July 2017 and signed on its behalf by:


C A V Barroche
Director

The notes on pages 13 to 19 form an integral part of these financial statements.

G4S US Investments Limited

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

1 General information

G4S US Investments 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 company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare and deliver consolidated financial statements as it is a wholly-owned subsidiary of a company established in the EU and it is included in the audited consolidated financial statements of its EU-established ultimate parent, G4S plc. The registered office of G4S plc is 5th Floor, Southside, 105 Victoria Street, London, SW1E 6QT. These financial statements therefore present information about the company as an individual entity only and not as a group.

The financial statements are presented in US dollars, 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')). 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.

G4S US Investments Limited

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

Going concern

The financial statements have been prepared on a going concern basis, notwithstanding the company's net liabilities, which the directors believe to be appropriate for the following reasons. The Company received a financial support letter from a parent company to provide sufficient financial assistance to the Company if and when it is needed to enable the Company to continue its operations and fulfil its currently anticipated financial obligations now and in the future. This undertaking is provided for a period of at least 12 months provided the Company remains a member of the parent company's group. Accordingly, the Company's financial statements have been prepared on a going concern basis.

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 presentation of a third or opening statement of financial position at the date of transition to FRS 101 and related notes;
- the requirements 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.

Foreign currencies

The financial statements are presented in United States Dollars, 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.

The notes on pages 13 to 19 form an integral part of these financial statements.

G4S US Investments Limited

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

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.

Investments

Investments in securities are classified on initial recognition as available-for-sale and are carried at fair value, except where their fair value cannot be measured reliably, in which case they are carried at cost, less any impairment.

Unrealised holding gains and losses other than impairments are recognised in other comprehensive income. On maturity or disposal, net gains and losses previously deferred in accumulated other comprehensive income are recognised in income.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Impairment

The carrying value of the company's non financial assets are 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 exceeds its recoverable amount.

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. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

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.

The notes on pages 13 to 19 form an integral part of these financial statements.

G4S US Investments Limited

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

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 key 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 significance in preparing the company's accounts 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.

5 Finance costs

	2016	2015
	\$ 000	\$ 000
Interest on bank overdrafts and loans	48	87
Interest payable to group undertakings	<u>9,766</u>	<u>9,868</u>
	<u><u>9,814</u></u>	<u><u>9,955</u></u>

6 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.

7 Auditors' remuneration

The auditors' remuneration of £2,000 (2015: £2,000) was borne by another group company. The company did not incur any non-audit charges in the current and prior year.

The notes on pages 13 to 19 form an integral part of these financial statements.

G4S US Investments Limited

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

8 Income tax

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

	2016 \$ 000	2015 \$ 000
Current taxation		
UK corporation tax	(1,963)	(2,016)
UK corporation tax adjustment to prior periods	703	234
	<u>(1,260)</u>	<u>(1,782)</u>

The tax rate applied on loss before income tax is the standard effective rate of corporation tax in the UK of 20% (2015: 20.25%).

The differences are reconciled below:

	2016 \$ 000	2015 \$ 000
(Loss)/profit before tax	<u>(5,614)</u>	<u>1,695</u>
Corporation tax at standard rate	(1,123)	343
Increase in current tax from adjustment for prior periods	703	234
Decrease from effect of income exempt from taxation	(840)	-
Increase/(decrease) in current tax due to non taxable income	<u>-</u>	<u>(2,359)</u>
Total tax credit	<u>(1,260)</u>	<u>(1,782)</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 reduces 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.

Deferred tax assets and liabilities on timing differences have been calculated using the UK corporation tax rate which will apply in the period during which they are expected to reverse.

Deferred tax assets and liabilities on timing differences expected to reverse in the period from 1 January 2017 to 31 March 2020 have been provided at 19%. Deferred tax assets and liabilities on timing differences expected to reverse on or after 1 April 2020 have been provided at 17%.

G4S US Investments Limited

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

9 Investments

Subsidiaries	\$ 000
Cost or valuation	
At 1 January 2016	<u>190,000</u>
At 31 December 2016	<u>190,000</u>
Carrying amount	
At 31 December 2016	<u>190,000</u>
At 31 December 2015	<u>190,000</u>

The principal companies in which the company's direct interest as at 31 December 2016 is more than 20% are as follows:

Subsidiary undertakings	Class of holding	% ownership	Nature of business	Registered address
G4S US Inc.*	Ordinary	100%	Holding Company	4200 Wackenhut Drive, Suite 100FL 33410 Palm Beach Gardens, Florida United States

*Direct ownership

10 Trade and other receivables

	2016 \$ 000	2015 \$ 000
Amounts owed from group undertakings (members of the G4S plc group)	<u>3,262</u>	<u>-</u>

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

11 Trade and other payables

	2016 \$ 000	2015 \$ 000
Amounts due to group undertakings (members of the G4S plc group)	<u>206,838</u>	<u>190,425</u>

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

12 Share capital

Allotted and fully paid shares

	2016	2015
	No. 000 \$ 000	No. 000 \$ 000
Ordinary of \$1 each	<u>10</u> <u>10</u>	<u>10</u> <u>10</u>

The notes on pages 13 to 19 form an integral part of these financial statements.

G4S US Investments Limited

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

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 Holding One Inc., a company incorporated in the United States of America, is the company's immediate controlling parent.

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