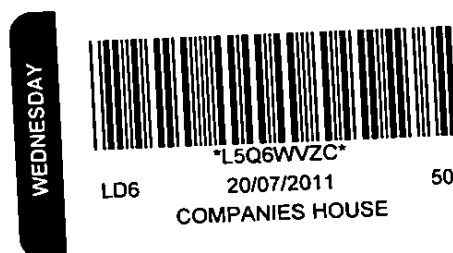


Securicor Limited
(Formerly Securicor (1996) Limited)

FINANCIAL STATEMENTS

for the year ended

31 December 2010



Company Registration No 03120711

Securicor Limited

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Securicor Limited

DIRECTORS AND OFFICERS

DIRECTORS

NP Buckles
ILE Cowden
PV David
TL Dighton

SECRETARY

PV David

REGISTERED OFFICE

The Manor
Manor Royal
Crawley
West Sussex
RH10 9UN

AUDITORS

KPMG Audit Plc
15 Canada Square
London
E14 5GL

Securicor Limited

DIRECTORS' REPORT

The directors submit their report and the financial statements of Securicor Limited for the year ended 31 December 2010

PRINCIPAL ACTIVITIES

The principal activity of the company was that of providing finance to other members of the group. During the period all intercompany balances were repaid.

On 6 October 2010 the company changed its name from Securicor (1996) Limited to Securicor Limited.

REVIEW OF THE BUSINESS

The directors consider the results for the period to be satisfactory and that future results will be of a similar nature.

RESULTS AND DIVIDENDS

The profit before tax for the financial year was £nil (2009 £nil). The company paid dividends during the year of £250,884,896 (2009 £nil).

DIRECTORS

The following directors held office during the period:

NP Buckles
ILE Cowden
PV David
TL Dighton

DISCLOSURE OF INFORMATION TO AUDITORS

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office.

By order of the board



PV David
Director

15 July 2011

Securicor Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 then apply them consistently,
- make judgments and 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SECURICOR LIMITED

We have audited the financial statements of Securicor Limited for the year ended 31 December 2010 set out on pages 5 to 9. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body in accordance with Chapter 3 Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/private.cfm

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its result for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

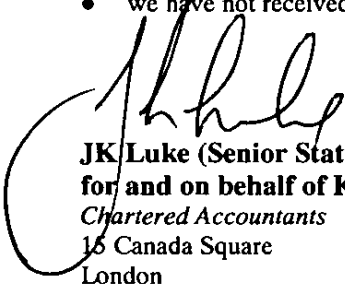
OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- 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, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



JK Luke (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor
Chartered Accountants
16 Canada Square
London
E14 5GL

19 July 2011

Securicor Limited

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2010

		31 December 2010 £'000	31 December 2009 £'000
	<i>Notes</i>		
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	-
Tax on profit on ordinary activities	4	-	(2,009)
PROFIT / (LOSS) FOR THE FINANCIAL YEAR	6	-	(2,009)

The operating result for the period arises from the company's continuing operations

No separate statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the profit and loss account

There is no difference between the results as stated and the results on a historical cost basis.

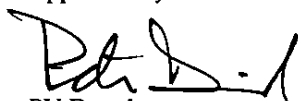
Securicor Limited

BALANCE SHEET

As at 31 December 2010

		31 December 2010 £'000	31 December 2009 £'000
	<i>Notes</i>		
CURRENT ASSETS			
Amounts owed by group undertakings		-	356,040
		-	356,040
CREDITORS Amounts falling due within one year			
Amounts owed to group undertakings		-	(103,146)
Taxation		-	(2,009)
		-	(105,155)
NET ASSETS		-	250,885
CAPITAL AND RESERVES			
Called up share capital	5	-	-
Profit and loss account	6	-	250,885
SHAREHOLDERS' FUNDS	7	-	250,885

Approved by the Board of Directors on 15 July 2011 and signed on its behalf by:



PV David
Director

Company registration number 03120711

Securicor Limited

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2010

1 ACCOUNTING POLICIES

BASIS OF PREPARATION

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and applicable UK accounting standards (United Kingdom Generally Accepted Accounting Practice)

The company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

Under Financial Reporting Standard (FRS) 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

As 100% of the company's voting rights are controlled within the group headed by G4S plc, the company has taken advantage of the exemption contained in the revised FRS 8 and has therefore not disclosed transactions or balances with entities which are wholly owned members of the group. The consolidated financial statements of G4S plc, within which this company is included, can be obtained from the address given in note 9.

TAXATION

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

2 EMPLOYEES

	31 December 2010 Number	31 December 2009 Number
The average monthly number of persons (including directors) employed by the company during the year was		
Management	4	4

No staff costs were incurred in the year (2009 £nil) as these were borne by other group entities.

DIRECTORS REMUNERATION

The directors received no emoluments in the year in respect of their services to the company (2009 £nil).

3 AUDITOR'S REMUNERATION

The auditor's remuneration of £800 was borne by another group company (2009 £800)

Securicor Limited

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2010

4	TAXATION	31 December 2010 £'000	31 December 2009 £'000
	<i>Analysis of tax charge in period</i>		
	<i>UK Corporation Tax</i>		
	Current tax on results of the period	-	2,009

The tax assessed for the period is the same as (2009 higher than) the standard rate of corporation tax in the UK of 28% (2009 28%) The differences are explained below

	31 December 2010 £'000	31 December 2009 £'000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	-	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2009 28%)	-	-
<i>Effects of</i>		
Imputed loan interest adjustments	-	2,009
Total current tax charge	-	2,009

5	SHARE CAPITAL	31 December 2010 £	31 December 2009 £
	<i>Allotted, issued and fully paid</i>		
	100 ordinary shares of 5p each	5	5
	(2009 100 ordinary shares of 5p each)		

6	PROFIT AND LOSS ACCOUNT	31 December 2010 £'000	31 December 2009 £'000
	At beginning of year	250,885	(37,568)
	Profit / (loss) for the period	-	(2,009)
	Dividends paid	(250,885)	-
	Share capital reduction	-	37,196
	Cancellation of share premium account	-	253,266
	At end of year	-	250,885

Securicor Limited

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 31 December 2010

7	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	31 December 2010	31 December 2009
		£'000	£'000
	Profit / (loss) for the period	-	(2,009)
	Dividends paid	(250,885)	-
	Opening shareholders' funds	250,885	252,894
	Closing shareholders' funds	-	250,885

8 CONTINGENT LIABILITIES

The company is included in a group registration for VAT purposes and is therefore jointly and severally liable for all other group companies' unpaid debts in this connection. The liability of the UK group registration at 31 December 2010 totalled £14,372,123 (2009 £12,048,051)

9 ULTIMATE PARENT COMPANY

Securicor Limited is controlled by its ultimate parent G4S plc, a company registered in England and Wales. The largest group in which the results of the company are consolidated is that headed by G4S plc. No other group financial statements include the results of the company. Copies of the group accounts of G4S plc can be obtained from The Manor, Manor Royal, Crawley, West Sussex, RH10 9UN