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Securicor (1996) plc

FINANCIAL STATEMENTS

for the year to 30 September 2002



Company Registration No. 3120711

Securicor (1996) plc

DIRECTORS AND OFFICERS

DIRECTORS

NP Buckles
ILE Cowden
TL Dighton
NE Griffiths

SECRETARY

NE Griffiths

REGISTERED OFFICE

Sutton Park House
15 Carshalton Road
Sutton
Surrey SM1 4LD

AUDITORS

Baker Tilly
Chartered Accountants
2 Bloomsbury Street
London WC1B 3ST

Securicor (1996) plc

DIRECTORS' REPORT

The directors submit their report and the financial statements of Securicor (1996) plc for the year ended 30 September 2002.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of an investment holding company.

DIVIDENDS

The directors have paid an interim dividend on the ordinary shares of 2p per share (amounting to £15,000,000), and do not recommend the payment of a final dividend. (2001: £Nil).

DIRECTORS

The following directors have held office during the year:

NP Buckles	(appointed 7 January 2002)
ILE Cowden	(appointed 1 August 2002)
TL Dighton	(appointed 1 June 2002)
NE Griffiths	
CC Shirtcliffe	(resigned 31 May 2002)
RSWH Wiggs	(resigned 7 January 2002)

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

No director, who is not a holding company director, had any interest, including family interests, in the share capital of the company or its ultimate holding company, Securicor plc, at any time during the year.

AUDITORS

A resolution to re-appoint Baker Tilly, Chartered Accountants, as auditors to the company will be submitted to the Annual General Meeting.

By order of the board


NE Griffiths
Secretary

10 December 2002

Securicor (1996) plc

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for the year. In preparing those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.
- d. 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the requirements of the Companies Act 1985. 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SECURICOR (1996) PLC

We have audited the financial statements on pages 5 to 10.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors' 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 the company's members as a body, for our audit work, for this report, or for the opinion we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 30 September 2002 and of the result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BAKER TILLY
Registered Auditor
Chartered Accountants
2 Bloomsbury Street
London WC1B 3ST

10 December 2002

Securicor (1996) plc
 PROFIT AND LOSS ACCOUNT
 for the year ended 30 September 2002

	Note	2002 £'000	2001 £'000
Reorganisation costs		-	(22)
Interest receivable	2	-	211
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	189
Taxation	3	-	(57)
RETAINED PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		-	132
Dividends	4	(15,000)	-
RETAINED (LOSS)/PROFIT	8	(15,000)	132


The operating result for the year 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.

Securicor (1996) plc
BALANCE SHEET
30 September 2002

	Notes	2002 £'000	2001 £'000
FIXED ASSETS			
Investments	5	230,000	30,000
CURRENT ASSETS			
Debtors	6	-	219,811
Corporation tax		-	4,878
Cash at bank and in hand		-	9
		-	224,698
CURRENT LIABILITIES			
Amount owed to group undertaking		(16,841)	(26,539)
NET CURRENT (LIABILITIES)/ASSETS			
		(16,841)	198,159
TOTAL ASSETS LESS CURRENT LIABILITIES			
		213,159	228,159
CAPITAL AND RESERVES			
Called up share capital	7	37,191	37,191
Share premium account	8	175,798	175,798
Profit and loss account	8	170	15,170
EQUITY SHAREHOLDERS' FUNDS			
		213,159	228,159

Approved by the board on 10 December 2002

 Director

Securicor (1996) plc

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost basis and in accordance with applicable accounting standards.

INVESTMENTS

Long term investments in subsidiary and associated undertakings are classified as fixed assets. Short term investments are classified as current assets.

Long term investments are stated at cost. Short term investments are valued at market value at the balance sheet date.

Provision is made for any permanent diminution in the value of fixed asset investments.

Securicor (1996) plc
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 September 2002

1 EMPLOYEES

The only employees of the company during the year were its directors who received no remuneration from the company.

2 INTEREST RECEIVABLE

	2002 £'000	2001 £'000
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Bank deposit interest	-	211
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3 TAXATION

	2002 £'000	2001 £'000
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Current tax:

UK corporation tax on profits of the period	-	57
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Tax on profit on ordinary activities	-	57
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Factors affecting tax charge for period:	2002 £'000	2001 £'000
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The tax assessed for the period is higher than the standard rate of corporation tax in the UK (30%). The differences are explained below:

Profit on ordinary activities before tax	-	189
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Profit on ordinary activities multiplied by standard rate of corporation tax in the UK 30% (2001: 30%)	-	57
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Tax charge for period	-	57
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Securicor (1996) plc

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2002

4	DIVIDENDS	2002 £'000	2001 £'000
	Ordinary: Interim paid	15,000	-
5	FIXED ASSETS INVESTMENTS		Subsidiary undertakings shares £'000
	Cost		
	At 1 October 2001		30,000
	Additions in year		200,000
	At 30 September 2002		230,000

The company holds more than 10% of the equity of the following undertakings:

Subsidiary undertakings	Country of registration/ incorporation	Class of holding	Proportion directly held	Nature of business
Securicor Group Limited	England	Ordinary	100%	Operating management

The accounts present information about the company as an individual undertaking, as the company has taken advantage of the exemption conferred by Section 228 of the Companies Act 1985. The ultimate holding company, Securicor plc, which is registered in England and Wales, produces consolidated accounts in which Securicor (1996) plc is included.

6	DEBTORS	2002 £'000	2001 £'000
	Amounts owed by group undertakings	-	219,811
7	SHARE CAPITAL	2002	2001
		Authorised £	Issued and fully paid £
	Ordinary shares of 5p each	40,000,000	37,191,317

Securicor (1996) plc
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 September 2002

8	RESERVES	Profit and Loss account £'000	Share premium £'000	Total £'000
	1 October 2001	15,170	175,798	190,968
	Retained loss for the year	(15,000)	-	(15,000)
	At 30 September 2002	<u>170</u>	<u>175,798</u>	<u>175,968</u>

9	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	2002 £'000	2001 £'000
	Profit after taxation	-	132
	Dividends	(15,000)	-
	Retained (loss)/profit	<u>(15,000)</u>	<u>132</u>
	Opening equity shareholders' funds	228,159	228,027
	Closing equity shareholders' funds	<u>213,159</u>	<u>228,159</u>

10 ULTIMATE PARENT COMPANY

The ultimate holding company of Securicor (1996) plc is Securicor plc, a company registered in England and Wales. Copies of the group accounts of Securicor plc can be obtained from Sutton Park House, 15 Carshalton Road, Sutton, Surrey, SM1 4LD.

11 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption conferred by FRS 8 such that transactions do not need to be disclosed with companies where 90% or more of the voting rights are controlled within the group.