

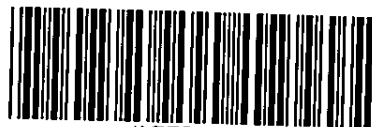
Securicor Group Limited

FINANCIAL STATEMENTS

for the year ended

31 December 2009

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COMPANIES HOUSE

Securicor Group Limited

DIRECTORS AND OFFICERS

DIRECTORS

NP Buckles
ILE Cowden
PV David
TL Dighton
RG Hawkins

SECRETARY

SE Lyell

REGISTERED OFFICE

The Manor
Manor Royal
Crawley
West Sussex
RH10 9UN

AUDITORS

KPMG Audit Plc
8 Salisbury Square
London
EC4Y 8BB

Securicor Group Limited

DIRECTORS' REPORT

The directors submit their report and the financial statements of Securicor Group Limited for the year ended 31 December 2009

PRINCIPAL ACTIVITIES

The principal activity of the company during the period was that of an investment holding company. The principal activity of its subsidiaries continues to be the provision of protection and security services.

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 £110 (2008: £93,782,001). The directors do not recommend the payment of a dividend (2008: £400,000,000).

DIRECTORS

The following directors held office during the period:

NP Buckles
ILE Cowden
PV David
TL Dighton
RG Hawkins

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

16 April 2010

Securicor Group 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,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, 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 AUDITORS' REPORT TO THE MEMBERS OF SECURICOR GROUP LIMITED

We have audited the financial statements of Securicor Group Limited for the year ended 31 December 2009 set out on pages 5 to 10. 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 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 company's members, as a body, for our audit work, for this report, or the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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 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/UKNP.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 2009 and of its loss 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

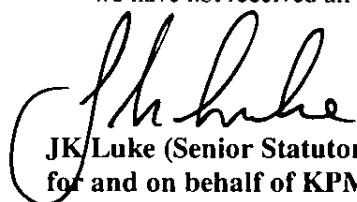
OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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
8 Salisbury Square
London
EC4Y 8BB

16 April 2010

Securicor Group Limited
PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2009

	<i>Notes</i>	31 December 2009 £000	31 December 2008 £000
Interest receivable and similar income	2	-	93,782
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>-</u>	<u>93,782</u>
Tax on profit on ordinary activities	5	(9,379)	(26,728)
(LOSS) / PROFIT FOR THE FINANCIAL YEAR	8	<u>(9,379)</u>	<u>67,054</u>

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 Group Limited

BALANCE SHEET

As at 31 December 2009

	Notes	31 December 2009 £000	31 December 2008 £000
FIXED ASSETS			
Investments	6	-	17,224
CURRENT ASSETS			
Amounts owed by group undertakings		1,239,059	1,248,563
Cash at bank and in hand		16	16
		<u>1,239,075</u>	<u>1,248,579</u>
CREDITORS Amounts falling due within one year			
Taxation		(9,379)	(26,728)
NET CURRENT ASSETS		<u>1,229,696</u>	<u>1,221,851</u>
NET ASSETS		<u>1,229,696</u>	<u>1,239,075</u>
CAPITAL AND RESERVES			
Called up share capital	7	-	27,529
Share premium account	8	-	298,256
Capital redemption reserve	8	-	100
Profit and loss account	8	1,229,696	913,190
SHAREHOLDERS' FUNDS	9	<u>1,229,696</u>	<u>1,239,075</u>

Approved by the Board of Directors on 16 April 2010 and signed on its behalf by


 PV David
 Director

Securicor Group Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2009

1 ACCOUNTING POLICIES

BASIS OF ACCOUNTING

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 (or investees of the group qualifying as related parties). The consolidated financial statements of G4S plc, within which this company is included, can be obtained from the address given in note 11.

INVESTMENTS

Long term investments in subsidiary undertakings are classified as fixed assets and stated at cost. Provision is made for any permanent diminution in the value of fixed asset investments.

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.

FOREIGN CURRENCIES

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

2	INTEREST RECEIVABLE AND SIMILAR INCOME	31 December	31 December
		2009	2008
		£000	£000
	Amounts received from group undertakings	-	93,782
	Other interest received	-	-
		<hr/>	<hr/>
		-	93,782
		<hr/>	<hr/>

Securicor Group Limited

NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 December 2009

3	EMPLOYEES	31 December 2009 Number	31 December 2008 Number
	The average monthly number of persons (including directors) employed by the company during the period was		
	Management	6	6

No staff costs were incurred in the period (2008 £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 (2008 £nil)

4 AUDITOR'S REMUNERATION

The auditor's remuneration of £1,200 was borne by another group company (2008 £1,200)

5	TAXATION	31 December 2009 £000	31 December 2008 £000
	<i>Analysis of tax charge in period</i>		
	<i>UK Corporation Tax</i>		
	Current tax on results of the period	9,379	26,728

The tax assessed for the period is higher than (2008 the same as) the standard rate of corporation tax in the UK of 28% (2008 28.5%) The differences are explained below

	31 December 2009 £000	31 December 2008 £000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	-	93,782
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK 28% (2008 28.5%)	-	26,728
<i>Effects of</i>		
Tax on imputed loan interest receivable	9,379	-
Total current tax charge	9,379	26,728

Securicor Group Limited

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the year ended 31 December 2009

6	FIXED ASSET INVESTMENTS	Shares in subsidiary undertakings £000
	Cost	
	At beginning of year	17,224
	Disposals	(17,224)
	At end of year	-
	Net Book Value	
	31 December 2009	-
	31 December 2008	17,224

On 3 April 2009, the investment in Argenbright Security Inc was sold to the ultimate parent company, G4S plc, at book value settled in cash

7	SHARE CAPITAL	31 December 2009 £	31 December 2008 £
	Allotted, issued and fully paid		
	50 'X' ordinary shares of 25p each (2008 56,029,235 ordinary shares of 25p each)	13	14,007,309
	50 'Y' ordinary shares of 25p each (2008 54,086,676 ordinary shares of 25p each)	12	13,521,669
	1 income share of 25p each	1	1
		26	27,528,979

The 'X' ordinary shares and 'Y' ordinary shares rank pari passu in all respects save that the directors of the company shall be entitled to declare a dividend or otherwise make distributions (including any distributions in kind) with respect to the 'X' ordinary shares to the exclusion of the 'Y' ordinary shares, and vice versa

On 4 December 2009, the Company resolved to reduce its share capital by cancelling 56,029,185 existing X ordinary shares and 54,086,626 existing Y ordinary shares of 25p each

Securicor Group Limited

NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 December 2009

8	RESERVES	Profit and Loss Account £000	Capital Redemption Reserve £000	Share Premium Account £000	Total £000
	At beginning of year	913,190	100	298,256	1,211,546
	Loss for the period	(9,379)	-	-	(9,379)
	Share capital reduction	27,529	-	-	27,529
	Cancellation of capital redemption reserve	100	(100)	-	-
	Cancellation of share premium account	298,256	-	(298,256)	-
	At end of year	<u>1,229,696</u>	<u>-</u>	<u>-</u>	<u>1,229,696</u>

On 4 December 2009 the Company undertook a capital reduction programme, the result of which was a transfer of the capital redemption reserve and share premium account to the profit and loss account

9	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	31 December 2009 £000	31 December 2008 £000
	(Loss) / profit for the period	(9,379)	67,054
	Dividends paid	-	(400,000)
	Opening shareholders' funds	1,239,075	1,572,021
	Closing shareholders' funds	<u>1,229,696</u>	<u>1,239,075</u>

10 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 2009 totalled £12,048,051 (2008 £25,820,269)

11 ULTIMATE PARENT COMPANY

The ultimate holding company of Securicor Group Limited is G4S plc, a company registered in England and Wales. Copies of the group accounts of G4S plc can be obtained from The Manor, Manor Royal, Crawley, West Sussex, RH10 9UN