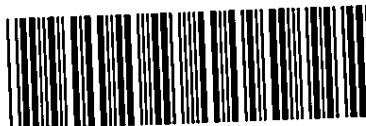


# Securicor Group Limited

## FINANCIAL STATEMENTS

for the year ended  
31 December 2008

TUESDAY



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COMPANIES HOUSE

Company Registration No. 0057379

# Securicor Group Limited

## DIRECTORS AND OFFICERS

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### DIRECTORS

NP Buckles  
ILE Cowden  
TL Dighton  
PV David  
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

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The directors submit their report and the financial statements of Securicor Group Limited for the year ended 31 December 2008.

### 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 state of the company's affairs at 31 December 2008 and its profit for the period to be satisfactory.

### DIVIDENDS

The directors do not recommend the payment of a dividend (2007: £nil).

### DIRECTORS

The following directors held office during the period:

NP Buckles  
ILE Cowden  
TL Dighton  
RG Hawkins  
PV David

### 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

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



PV David  
Director

30 April 2009

# Securicor Group Limited

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

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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).

The financial statements are required by law to 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 judgements 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. 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 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

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 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 the 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 AUDITORS

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 3.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

### BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

KPMG Audit Plc  
Chartered Accountants  
Registered Auditor  
London

30 April 2009

**Securicor Group Limited**  
**PROFIT AND LOSS ACCOUNT**  
for the year ended 31 December 2008

	<i>Notes</i>	31 December 2008 £000	31 December 2007 £000
Gain on disposal of investments in subsidiary undertakings		-	1,204,029
Interest receivable and similar income	2	93,782	8,087
Income from shares in undertakings		-	17,224
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<u>93,782</u>	<u>1,229,340</u>
Tax on profit on ordinary activities	4	(26,728)	(2,426)
<b>PROFIT FOR THE FINANCIAL YEAR</b>	7	<u>67,054</u>	<u>1,226,914</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 2008

	Notes	31 December 2008 £000	31 December 2007 £000
<b>FIXED ASSETS</b>			
Investments	5	17,224	17,224
		<hr/>	<hr/>
<b>CURRENT ASSETS</b>			
Amounts owed by group undertakings		1,248,563	1,557,208
Cash at bank and in hand		16	15
		<hr/>	<hr/>
		1,248,579	1,557,223
<b>CREDITORS: Amounts falling due within one year</b>			
Taxation		(26,728)	(2,426)
		<hr/>	<hr/>
<b>NET CURRENT ASSETS</b>		1,221,851	1,554,797
		<hr/>	<hr/>
<b>NET ASSETS</b>		1,239,075	1,572,021
		<hr/>	<hr/>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	6	27,529	27,529
Share premium account	7	298,256	298,256
Capital redemption reserve	7	100	100
Profit and loss account	7	913,190	1,246,136
		<hr/>	<hr/>
<b>EQUITY SHAREHOLDERS' FUNDS</b>	8	1,239,075	1,572,021
		<hr/>	<hr/>

Approved by the board on 30 April 2009

  
 P V David  
 Director

# Securicor Group Limited

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2008

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### 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 1985 and applicable accounting standards.

The company is exempt by virtue of s228 of the Companies Act 1985 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 FRS 8 and has therefore not disclosed transactions or balances with entities which form part 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 10.

#### 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.



# Securicor Group Limited

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2008

2	INTEREST RECEIVABLE AND SIMILAR INCOME	31 December 2008 £000	31 December 2007 £000
	Amounts received from group companies	93,782	8,086
	Other interest received	-	1
		<u>93,782</u>	<u>8,087</u>

3	EMPLOYEES	31 December 2008 Number	31 December 2007 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 (2007: £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 (2007: £nil).

4	TAXATION	31 December 2008 £000	31 December 2007 £000
	Current tax:		
	UK corporation tax on profits of the period	26,728	2,426

The tax assessed for the period is the same as (2007: lower than) the standard rate of corporation tax in the UK of 28.5% (2007: 30%).

	31 December 2008 £000	31 December 2007 £000
Current tax reconciliation		
Profit on ordinary activities before tax	93,782	1,229,340
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK 28.5% (2007: 30%)	26,728	368,802
Effects of:		
Income not subject to corporation tax	-	(366,376)
Tax charge for period	<u>26,728</u>	<u>2,426</u>

# Securicor Group Limited

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2008

### 5 FIXED ASSET INVESTMENTS

Shares in  
Subsidiary  
Undertakings  
£000

Cost and net book value:

At beginning and end of year

17,224

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

Subsidiary undertakings	Country of registration/ incorporation	Class of holding	Proportion held	Nature of business
Argenbright Security Inc	United States	Ordinary	100%	Holding company

### 6 SHARE CAPITAL

31 December  
2008  
£000

31 December  
2007  
£000

Authorised:

56,029,236 'X' ordinary shares of 25p each

63,970,764 'Y' ordinary shares of 25p each

14,007

15,993

14,007

15,993

30,000

30,000

Allotted, issued and fully paid :

56,029,236 'X' ordinary shares of 25p each

54,086,676 'Y' ordinary shares of 25p each

14,007

13,522

14,007

13,522

27,529

27,529

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.

### 7 RESERVES

	Profit and loss account £000	Capital redemption reserve £000	Share premium £000	Total £000
At beginning of year	1,246,136	100	298,256	1,544,492
Retained profit for the period	67,054	-	-	67,054
Dividends paid	(400,000)	-	-	(400,000)
At end of year	913,190	100	298,256	1,211,546

# Securicor Group Limited

## NOTES TO THE FINANCIAL STATEMENTS

### for the year ended 31 December 2008

8	RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS	31 December 2008 £000	31 December 2007 £000
	Retained profit for the period	67,054	1,226,914
	Dividends paid	(400,000)	-
	Opening equity shareholders' funds	1,572,021	345,107
	Closing equity shareholders' funds	<u>1,239,075</u>	<u>1,572,021</u>

## 9 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 2008 totalled £25,820,269 (2007: £18,214,691).

## 10 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.

## 11 AUDITOR'S REMUNERATION

The auditor's remuneration of £1,200 was borne by another group company (2007: £1,200).