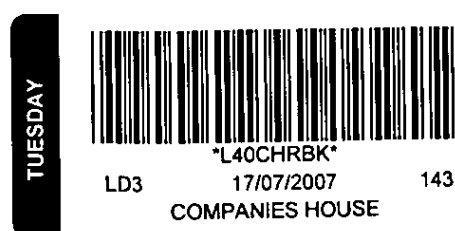


Group 4 Securicor Finance Limited

FINANCIAL STATEMENTS

for the 15 months ended
31 December 2006



Company Registration No 5583768

Group 4 Securicor Finance Limited

DIRECTORS AND OFFICERS

DIRECTORS

PV David
N Stanchiffe
N Youngman

SECRETARY

PV David

REGISTERED OFFICE

The Manor
Manor Royal
Crawley
West Sussex
RH10 9UN

AUDITORS

KPMG Audit Plc
8 Salisbury Square
London
EC4Y 8BB

Group 4 Securicor Finance Limited

DIRECTORS' REPORT

The directors submit their report and the financial statements of Group 4 Securicor Finance Limited for the 15 months ended 31 December 2006

PRINCIPAL ACTIVITIES

The company was incorporated on 5 October 2005 as Precis (2557) Limited. On 27 October 2005 the company changed its name to Group 4 Securicor Finance Limited.

The principal activity of the business is that of providing finance.

REVIEW OF THE BUSINESS

The directors consider the result for the period, and the state of affairs of the business to be satisfactory.

DIRECTORS

The following directors have held office since incorporation:

Peregrine Secretarial Services Limited	(Appointed 5 October 2005, resigned 24 October 2005)
NE Griffiths	(Appointed 24 October 2005, resigned 1 January 2007)
N Stancliffe	(Appointed 24 October 2005)
N Youngman	(Appointed 24 October 2005)
PV David	(Appointed 1 January 2007)

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The following directors, who are not holding company directors, have interests, including family interests, in the share capital of the parent company, G4S plc:

	<i>Ordinary shares of 25p each</i>
	31 12 06
NE Griffiths	445,814

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

A resolution to appoint KPMG Audit Plc, Chartered Accountants, as auditors to the company and for their remuneration to be fixed by the directors will be submitted to the annual general meeting.

By order of the board

PV David
Director



13th July 2007

Group 4 Securicor Finance 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)

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 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 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 Group 4 Securicor Finance Limited

We have audited the financial statements of Group 4 Securicor Finance Limited for the 15 months ended 31st December 2006 which comprise of 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 judgments 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 31st December 2006 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

KPMG Audit Plc
Chartered Accountants
Registered Auditor
London

13th July 2007

Group 4 Securicor Finance Limited
PROFIT AND LOSS ACCOUNT
for the period ended 31 December 2006

	<i>Notes</i>	15 months ended 31 December 2006 £'000
Interest receivable and similar income		17,957
Interest payable to group undertakings		(5,549)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		12,408
Taxation	2	(3,724)
PROFIT FOR THE FINANCIAL PERIOD	6	8,684

The operating profit for the period arises from the company's continued 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

Group 4 Securicor Finance Limited

BALANCE SHEET

As at 31 December 2006

	<i>Notes</i>	31 December 2006 £'000
CURRENT ASSETS		
Amounts owed by group companies		347,633
Cash at bank and in hand		9
		<u>347,642</u>
CURRENT LIABILITIES		
CREDITORS Amounts falling due after more than one year	3	(238,958)
		<u>108,684</u>
NET ASSETS		<u>108,684</u>
CAPITAL AND RESERVES		
Called up share capital	4	100,000
Profit and loss account	5	8,684
EQUITY SHAREHOLDERS' FUNDS	6	<u>108,684</u>

Approved by the board on 13th July 2007

PV David
Director



Group 4 Securicor Finance Limited

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 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 7.

TAXATION

The charge for taxation is based on the loss 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 rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Group 4 Securicor Finance Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2006

1	EMPLOYEES	15 months ended 31 December 2006 Number
	The average monthly number of persons (including directors) Employed by the company during the period was	
	Management	3
		<hr/>
	DIRECTORS' REMUNERATION	
	The directors received no emoluments in the year in respect of their services to the company (2005 £nil)	
2	TAXATION	15 months ended 31 December 2006 £'000
	Current tax UK corporation tax on profit for the period	3,724
		<hr/>
	The tax assessed for the period is equal to the standard rate of corporation tax in the UK (30%)	
3	CREDITORS	31 December 2006 £'000
	Amount owed to group companies	235,217
	Taxation	3,722
	Bank overdraft	19
		<hr/>
		238,958
		<hr/>
4	SHARE CAPITAL	31 December 2006 £'000
	Authorised 100,000,000 ordinary shares of £1 each	100,000
		<hr/>
	Allotted, issued and fully paid 100,000,000 ordinary shares of £1 each	100,000
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Group 4 Securicor Finance Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2006

5	PROFIT AND LOSS ACCOUNT	31 December 2006 £'000
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On incorporation	-
Profit for the financial period	8,684
31 December 2006	<u>8,684</u>

6	RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS	31 December 2006 £'000
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On incorporation	-
Shares issued	100,000
Profit for the financial period	8,684
Closing shareholders' funds	<u>108,684</u>

7	ULTIMATE PARENT COMPANY
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At 31 December 2006 the ultimate holding company was G4S plc which is 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

8	CONTINGENT LIABILITIES
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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 2006 totalled £18,759,658

9	AUDITOR'S REMUNERATION
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The auditor's remuneration was borne by another group company