

Registered number: 4992207

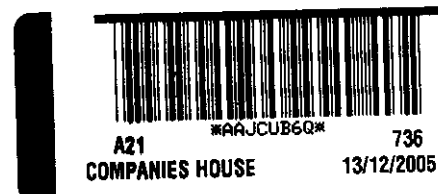
Group 4 Securicor plc

Interim Accounts

For the 11 months ended 30 November 2005

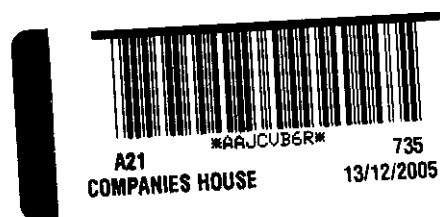
These unaudited accounts have been prepared under section 272 of the Companies Act 1985 for the purpose of confirming that Group 4 Securicor plc has sufficient distributable reserves to support an interim dividend.

The accounts are not the annual statutory accounts required under the Companies Act 1985 and, in particular, do not include all the disclosures which would have been required in such accounts. In the opinion of the Board, any such disclosures omitted are not material for determining, by reference to the accounts, whether an interim dividend would contravene the relevant requirements of the Act.



Group 4 Securicor plc
Company profit and loss account
For the 11 months ended 30 November 2005

| | 11 months ended 30 November 2005 £m |
|--|---|
| Turnover | 12.0 |
| Administrative expenses | (38.1) |
| Operating loss | (26.1) |
| Investment income | 175.0 |
| Net foreign exchange losses | (8.6) |
| Net interest | (2.4) |
| Profit on ordinary activities before taxation | 137.9 |
| Taxation | 11.1 |
| Profit on ordinary activities after taxation | 149.0 |
| Dividends | (23.4) |
| Retained Profit | 125.6 |



Group 4 Securicor plc
Company balance sheet
At 30 November 2005

| | Notes | 30 November 2005 £m |
|---|-------|---------------------------|
| Fixed assets | | |
| Tangible assets | | 3.9 |
| Investments | | 437.4 |
| | | 441.3 |
| Current assets | | |
| Debtors – amounts falling due within one year | | 1,481.2 |
| Cash at bank and in hand | | 0.5 |
| | | 1,481.7 |
| Creditors – amounts falling due within one year | | |
| Other | | (679.1) |
| | | (679.1) |
| Net current assets | | 802.6 |
| Total assets less current liabilities | | 1,243.9 |
| Creditors - amounts falling due after more than one year | | |
| Borrowings (unsecured) | | (783.6) |
| Provisions for liabilities and charges | | (17.2) |
| | | (800.8) |
| Net assets | | 443.1 |
| Capital and reserves | | |
| Called up share capital | 2 | 317.1 |
| Reserves | 3 | 126.0 |
| Equity shareholders' funds | 4 | 443.1 |

The interim accounts were approved by the board of directors on 12 December 2005 and signed on its behalf by:


Nick Buckles
Director


Trevor Dighton
Director

Group 4 Securicor plc

Notes to the interim accounts

1. Basis of Preparation

These unaudited interim accounts have been prepared under section 272 of the Companies Act 1985 for the purpose of confirming that Group 4 Securicor plc has sufficient distributable reserves to support an interim dividend.

The interim accounts are not the annual statutory accounts required under the Companies Act 1985 and, in particular, do not include all the disclosures which would have been required in such accounts. In the opinion of the Board, any such disclosures omitted are not material for determining, by reference to the accounts, whether an interim dividend would contravene the relevant requirements of the Act.

The interim accounts have been prepared in accordance with the accounting policies set out in the company's last Financial Statements at 31 December 2004, with the following exceptions:

(a) Dividends

The company has adopted FRS21 and dividends are now recognised in the Profit and Loss account on the actual date that they are declared. This change in accounting policy has been treated as a prior year adjustment. This has resulted in a net adjustment of £6.5m. The dividend payable of £23.5m and dividends receivable of £30m in the 2004 accounts have been removed from the opening profit and loss account reserve and have now been shown as dividends in the profit and loss account during 2005.

(b) Pensions

The company has adopted FRS17 and has included in the balance sheet its share of the group's pension deficit. This change in accounting policy has been treated as a prior year adjustment. This has resulted in an adjustment of £2.3m to the opening profit and loss reserves.

2. Share capital

| | At 30 November 2005 | |
|---------------------------------------|----------------------|-------------------------------|
| | Authorised £ | Issued and fully paid £ |
| Ordinary shares of 25p each | 500,000,000 | 317,071,398 |
| | Number | Nominal value £m |
| Ordinary Shares in issue | | |
| At 1 January 2005 | 1,264,328,241 | 316.1 |
| Shares issued on exercise of options: | | |
| Executive Scheme | 2,807,470 | 0.7 |
| Sharesave Scheme | 1,149,882 | 0.3 |
| At 30 November 2005 | 1,268,285,593 | 317.1 |

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

Options over Group 4 Securicor plc shares outstanding at 30 November 2005 were as follows:

(a) Executive share option scheme

| Number of options outstanding | Number of ordinary shares under option | Exercise price per share (pence) | Exercise dates |
|----------------------------------|--|-------------------------------------|----------------|
| 2 | 98,332 | 107.98p | 2005-2008 |
| 30 | 1,135,000 | 164p | 2005-2009 |
| 33 | 750,000 | 133.75p | 2005-2010 |
| 35 | 577,500 | 153p | 2005-2010 |
| 24 | 3,787,770 | 108p | 2005-2011 |
| 6 | 308,070 | 130p | 2005-2012 |
| 11 | 400,000 | 85p | 2006-2013 |
| 5 | 175,000 | 82.75p | 2006-2013 |
| 1 | 25,000 | 79.75p | 2006-2013 |
| 9 | 360,000 | 91p | 2006-2013 |

The proceeds from shares allotted under this scheme during the period amounted to £3,277,692.

Group 4 Securicor plc

Notes to the interim accounts (continued)

(b) Sharesave scheme

| Number of options outstanding | Number of ordinary shares under option | Exercise price per share (pence) | Exercise dates |
|----------------------------------|--|-------------------------------------|----------------|
| 119 | 216,986 | 104p | 2005-2006 |
| 1,506 | 8,149,394 | 64p | 2006-2007 |

The proceeds from shares allotted under this scheme during the period amounted to £1,079,628.

Own shares

An Employee Benefit Trust established by Securicor plc holds 206,332 shares in Group 4 Securicor plc, to satisfy share options exercisable by former employees of Securicor plc, which cost £187,641. As at 30 November 2005, the market value of these shares was £319,298. An Employee Benefit Trust established by the group holds 4,000,000 shares, to satisfy the vesting of awards under the performance share plan, which cost £6,149,984. As at 30 November 2005, the market value of these shares was £6,190,000. Shares held by both trusts are treated as treasury shares and are deducted from equity and do not bear dividends.

3. Reserves

| | Profit & loss account £m | Share premium £m | Own shares £m | Employee Benefit Trust reserve £m | Total £m |
|---|--------------------------------|------------------------|------------------|---|--------------|
| At 1 January 2005 as originally stated | 11.1 | 0.2 | (0.2) | 0.8 | 11.9 |
| Prior year adjustment (note 1(a)) | (6.5) | - | - | - | (6.5) |
| Prior year adjustment (note 1(b)) | (2.3) | - | - | - | (2.3) |
| At 1 January 2005 as restated | 2.3 | 0.2 | (0.2) | 0.8 | 3.1 |
| Retained profit | 125.6 | - | - | - | 125.6 |
| Actuarial movement on pension provision | (1.1) | - | - | - | (1.1) |
| Premium on allotment during the period | - | 3.4 | - | - | 3.4 |
| Own shares acquired in the period | - | - | (6.1) | - | (6.1) |
| Movement in Employee Benefit Trust reserve | - | - | - | 1.1 | 1.1 |
| At 30 November 2005 | 126.8 | 3.6 | (6.3) | 1.9 | 126.0 |

4. Reconciliation of movements in equity shareholders' funds For the period ended 30 November 2005

| | 2005 £m |
|---|--------------|
| Retained profit for the period | 125.6 |
| Actuarial movement on pension provision | (1.1) |
| Movement in Employee Benefit Trust reserve | 1.1 |
| Own shares acquired | (6.1) |
| Issue of share capital | 4.4 |
| Net increase in shareholders' funds | 123.9 |
| Opening equity shareholders' funds as originally stated | 328.0 |
| Prior year adjustment (note 1(a)) | (6.5) |
| Prior year adjustment (note 1(b)) | (2.3) |
| Opening equity shareholders' funds as restated | 319.2 |
| Closing equity shareholders' funds | 443.1 |