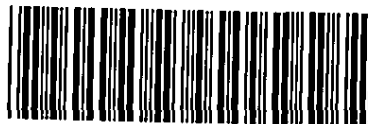


Securicor Limited

FINANCIAL STATEMENTS

for the year ended
31 December 2008

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COMPANIES HOUSE

Company Registration No. 3811216

Securicor Limited

DIRECTORS AND OFFICERS

DIRECTORS

NP Buckles
ILE Cowden
TL Dighton
PV David

SECRETARY

PV David

REGISTERED OFFICE

The Manor
Manor Royal
Crawley
West Sussex
RH10 9UN

AUDITORS

KPMG Audit Plc
8 Salisbury Square
London
EC4Y 8BB

Securicor Limited

DIRECTORS' REPORT

The directors submit their report and the financial statements of Securicor 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 AND FUTURE DEVELOPMENTS

The directors consider the state of affairs of the business to be satisfactory.

DIVIDENDS

The company paid a dividend during the year of £750,000,000 (2007: £2,000,000).

DIRECTORS

The following directors have held office during the year:

NP Buckles
ILE Cowden
TL Dighton
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 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 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 LIMITED

We have audited the financial statements of Securicor 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 Limited

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2008

	<i>Notes</i>	31 December 2008 £000	31 December 2007 £000
Administrative expenses		-	(46)
OPERATING LOSS			(46)
Income from shares in group undertakings		400,000	-
Interest payable and similar charges	2	(33,335)	(34,906)
PROFIT / (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		366,665	(34,952)
Tax on profit / (loss) on ordinary activities	4	9,501	10,485
PROFIT / (LOSS) FOR THE FINANCIAL YEAR	7	376,166	(24,467)

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 Limited

BALANCE SHEET

As at 31 December 2008

	Notes	31 December 2008 £000	31 December 2007 £000
FIXED ASSETS			
Investments	5	1,124,000	1,124,000
CURRENT ASSETS			
Other debtors		9,500	10,485
		9,500	10,485
CREDITORS: Amounts falling due within one year			
Bank overdraft		(87)	(86)
Amounts owed to group undertakings		(896,470)	(523,622)
		(896,557)	(523,708)
NET CURRENT LIABILITIES		(887,057)	(513,223)
NET ASSETS		236,943	610,777
CAPITAL AND RESERVES			
Called up share capital	6	31,895	31,895
Capital redemption reserve	7	16,991	16,991
Profit and loss account	7	188,057	561,891
EQUITY SHAREHOLDERS' FUNDS	8	236,943	610,777

Approved by the board on 30 April 2009



PV David
Director

Securicor Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2008

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 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.

GOING CONCERN

The financial statements have been prepared on the going concern basis, notwithstanding the company's net current liabilities, which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by G4S Plc, the company's ultimate parent undertaking. G4S Plc has provided the company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available.

This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on its parent undertaking for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

Securicor Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2008

2	INTEREST PAYABLE AND SIMILAR CHARGES	31 December 2008 £000	31 December 2007 £000
	Interest payable to group companies	33,334	34,901
	Bank loans and overdrafts	1	5
		<u>33,335</u>	<u>34,906</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	4	4

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 credit on losses of the period	(9,501)	(10,485)

The tax credit for the period represents credit received from fellow subsidiaries for the surrender of current year tax losses.

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

	<i>Current tax reconciliation</i>	31 December 2008 £000	31 December 2007 £000
	Profit / (loss) on ordinary activities before tax	366,665	(34,952)
	Profit / (loss) on ordinary activities multiplied by standard rate of corporation tax in the UK 28.5% (2007: 30%)	104,499	(10,485)
	Effects of:		
	Income not subject to corporation tax	(114,000)	-
	Total current tax credit	<u>(9,501)</u>	<u>(10,485)</u>

Securicor Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2008

5	FIXED ASSET INVESTMENTS				Subsidiary undertakings £000
	Cost and net book value:				
	At beginning and end of year				1,124,000
	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 incorporation	Class of holding	Proportion directly held	Nature of business
	Securicor (1996) Limited	England	Ordinary	100%	Holding company
	Securicor Group Limited	England	Ordinary	100%	Holding company
6	SHARE CAPITAL			31 December 2008 £000	31 December 2007 £000
	Authorised: 680,000,000 ordinary shares of 5 ¹⁵ / ₁₇ pence each			40,000	40,000
	Allotted, issued and fully paid: 542,222,079 ordinary shares of 5 ¹⁵ / ₁₇ pence each			31,895	31,895
7	RESERVES	Profit and loss account £000	Capital redemption reserve £000	Total £000	
	At beginning of year	561,891	16,991	578,882	
	Profit for the year	376,166	-	376,166	
	Dividend paid	(750,000)	-	(750,000)	
	At end of year	188,057	16,991	205,048	
8	RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS			31 December 2008 £000	31 December 2007 £000
	Profit / (loss) for the year		376,166	(24,467)	
	Dividend paid		(750,000)	(2,000)	
	Opening equity shareholders' funds		610,777	637,244	
	Closing equity shareholders' funds		236,943	610,777	
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).

Securicor Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2008

10 ULTIMATE PARENT COMPANY

The ultimate holding company of Securicor 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 £800 was borne by another group company (2007: £800).