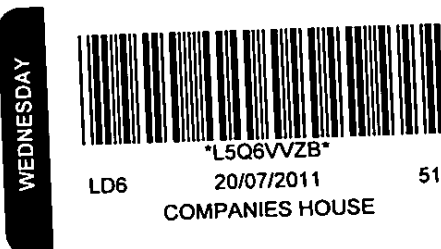


G4S International 105 (UK) Limited
(Formerly Securicor International Limited)

FINANCIAL STATEMENTS

for the year ended

31 December 2010



Company Registration No 00664611

G4S International 105 (UK) Limited

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G4S International 105 (UK) Limited

DIRECTORS AND OFFICERS

DIRECTORS

NP Buckles
IE Cowden
PV David
TL Dighton

SECRETARY

C Barroche	(appointed 8 November 2010)
SE Lyell	(resigned 1 November 2010)

REGISTERED OFFICE

The Manor
Manor Royal
Crawley
West Sussex
RH10 9UN

AUDITORS

KPMG Audit Plc
15 Canada Square
London
E14 5GL

G4S International 105 (UK) Limited

DIRECTORS' REPORT

The directors submit their report and the financial statements of G4S International 105 (UK) Limited for the year ended 31 December 2010

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 secure solutions and cash solutions worldwide.

On 1 September 2010 the company changed its name from Securicor International Limited to G4S International 105 (UK) Limited.

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 £3,723,171 (2009 £15,389,361). The directors do not recommend the payment of a dividend (2009 £nil).

DIRECTORS

The following directors held office during the period:

NP Buckles
IE Cowden
PV David
TL Dighton

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

15 July 2011

G4S International 105 (UK) 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, 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 AUDITOR'S REPORT TO THE MEMBERS OF G4S INTERNATIONAL 105 (UK) LIMITED

We have audited the financial statements of G4S International 105 (UK) Limited for the year ended 31 December 2010 set out on pages 5 to 11. 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 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 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 AUDITOR

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, and express an opinion on, 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/private.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 2010 and of its profit 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

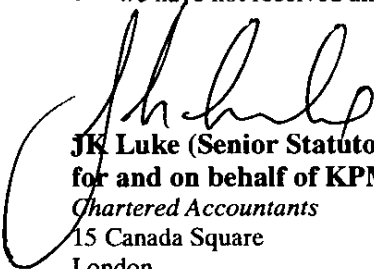
OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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
15 Canada Square
London
E14 5GL

19 July 2011

G4S International 105 (UK) Limited

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2010

		31 December 2010 £'000	31 December 2009 £'000
	<i>Notes</i>		
Income from shares in group undertakings		3,947	4,120
Interest receivable and similar income	2	13	189
Net gain on disposal of subsidiary undertakings		-	8,416
Movement in provision for impairment of investments		-	2,668
Interest payable and similar charges	3	(237)	(4)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		3,723	15,389
Tax on profit on ordinary activities	6	(797)	(5,593)
PROFIT FOR THE FINANCIAL YEAR	9	2,926	9,796

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

G4S International 105 (UK) Limited

BALANCE SHEET

As at 31 December 2010

		31 December 2010 £'000	31 December 2009 £'000
	<i>Notes</i>		
FIXED ASSETS			
Investments	7	72,062	72,052
CURRENT ASSETS			
Amounts owed by group undertakings		375,159	375,155
Cash at bank and in hand		1,396	2,348
		<u>376,555</u>	<u>377,503</u>
CREDITORS Amounts falling due within one year			
Amounts owed to group undertakings		(69,847)	(71,090)
Taxation		(175)	(2,796)
		<u>(70,022)</u>	<u>(73,886)</u>
NET CURRENT ASSETS		<u>306,533</u>	<u>303,617</u>
NET ASSETS		<u>378,595</u>	<u>375,669</u>
CAPITAL AND RESERVES			
Called up share capital	8	15,605	15,605
Share premium account	9	4,003	4,003
Capital reserve	9	11	11
Profit and loss account	9	358,976	356,050
SHAREHOLDERS' FUNDS	10	<u>378,595</u>	<u>375,669</u>

Approved by the Board of Directors on 15 July 2011 and signed on its behalf by


PV David
Director

Company registration number 00664611

G4S International 105 (UK) Limited

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2010

1 ACCOUNTING POLICIES

BASIS OF PREPARATION

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. The consolidated financial statements of G4S plc, within which this company is included, can be obtained from the address given in note 12.

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.

GOING CONCERN

The directors believe the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. Thus, they continue to adopt the going concern basis in preparing the financial statements.

2 INTEREST RECEIVABLE AND SIMILAR INCOME	31 December	31 December
	2010	2009
	£'000	£'000
Bank interest received	5	13
Interest received from group undertakings	8	73
Gain on foreign exchange	-	103
	<hr/>	<hr/>
	13	189
	<hr/>	<hr/>

G4S International 105 (UK) Limited
NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the year ended 31 December 2010

3	INTEREST PAYABLE AND SIMILAR CHARGES	31 December 2010 £'000	31 December 2009 £'000
	On bank loans and overdrafts	-	4
	Loss on foreign exchange	237	-
		<u>237</u>	<u>4</u>
4	EMPLOYEES	31 December 2010 Number	31 December 2009 Number
	The average monthly number of persons (including directors) employed by the company during the year was.		
	Management	4	4

No staff costs were incurred in the year (2009 £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 (2009 £nil)

5 AUDITOR'S REMUNERATION

The auditor's remuneration of £1,200 was borne by another group company (2009 £1,200)

G4S International 105 (UK) Limited
NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the year ended 31 December 2010

6	TAXATION	31 December 2010 £'000	31 December 2009 £'000
	<i>Analysis of tax charge in period</i>		
	<i>UK Corporation Tax</i>		
	Current tax on results of the period	175	3,253
	Adjustments in respect of prior periods	-	1,763
	<i>Overseas Tax</i>		
	Current tax on results of the period	165	577
	Adjustments in respect of prior periods	457	-
		<u>797</u>	<u>5,593</u>

The tax assessed for the period is lower than (2009. lower than) the standard rate of corporation tax in the UK of 28% (2009 28%) The differences are explained below

	31 December 2010 £'000	31 December 2009 £'000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	3,723	15,389
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2009 28%)	<u>1,042</u>	<u>4,309</u>
<i>Effects of</i>		
Dividend income not subject to corporation tax	(1,105)	(1,153)
Investment impairments not subject to corporation tax	-	(747)
Other items not deductible for corporation tax	-	(2,357)
Imputed loan interest adjustments	238	3,201
Total current tax charge	<u>175</u>	<u>3,253</u>

G4S International 105 (UK) Limited
NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the year ended 31 December 2010

7	FIXED ASSET INVESTMENTS	Shares in subsidiary undertakings
		£'000
	<i>Cost</i>	
	At beginning of year	90,903
	Additions	10
	At end of year	90,913
	<i>Provision</i>	
	At beginning and end of year	18,851
	<i>Net Book Value</i>	
	31 December 2010	72,062
	31 December 2009	72,052

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 directly held	Nature of business
Securicor Gray Security Services (Angola) (Pty) Ltd	Angola	Ordinary	100%	Security Services
G4S International Logistics (Australia) (Pty) Ltd	Australia	Ordinary	100%	Security Services
G4S Security Services (Barbados) Ltd	Barbados	Ordinary	51%	Security Services
G4S (Botswana) Ltd	Botswana	Ordinary	70%	Security Services
G4S Group Holding (Asia) Limited	British Virgin Islands	Ordinary	100%	Security Services
G4S Cash Solutions (Canada) Limited	Canada	Ordinary	100%	Security Services
Securicor Segura S A	Costa Rica	Ordinary	50%	Security Services
G4S Cash Services	Dominican Republic	Ordinary	45%	Security Services
G4S International Logistics (Germany) GmbH	Germany	Ordinary	100%	Security Services
G4S Security Services (Guam) Inc	Guam	Ordinary	100%	Security Services
G4S Group Holding (China) Limited	Hong Kong	Ordinary	100%	Holding company
G4S (Hong Kong - Holding) Ltd	Hong Kong	Ordinary	88%	Holding company
G4S International Logistics (Hong Kong) Limited	Hong Kong	Ordinary	99%	Security Services
Verdi Ltd	Hong Kong	Ordinary	100%	Holding company
G4S Secure Solutions (CI) SA	Ivory Coast	Ordinary	21%	Security Services
G4S Security Services Lesotho (Pty) Ltd	Lesotho	Ordinary	100%	Security Services
G4S Holdings (Macau) Limitada	Macau	Ordinary	50%	Holding company
G4S Security Services (Namibia) (Pty) Ltd	Namibia	Ordinary	100%	Security Services
Securicor (NZ) Ltd	New Zealand	Ordinary	99%	Security Services
Service Masters Ltd	Nigeria	Ordinary	100%	Security Services
G4S Security Services (CNMI) Inc	North Mariana Islands	Ordinary	100%	Security Services
G4S Security Systems SRL	Romania	Ordinary	96%	Security Services
G4S International Logistics (South Africa) Pty Ltd	South Africa	Ordinary	100%	Security Services
G4S Secure Solutions (SA) (Pty) Ltd	South Africa	Ordinary	74%	Security Services
G4S Secure Solutions (Africa) (Pty) Ltd	South Africa	Ordinary	100%	Security Services
G4S Integrity Assessment (Pty) Ltd	South Africa	Ordinary	100%	Security Services
G4S Security Services (Tanzania) Limited	Tanzania	Ordinary	100%	Security Services
G4S Holdings (Trinidad) Limited	Trinidad	Ordinary	51%	Security Services
G4S Secure Solutions (Uganda) Ltd	Uganda	Ordinary	100%	Security Services

G4S International 105 (UK) Limited

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 31 December 2010

7 FIXED ASSET INVESTMENTS (Continued)

Subsidiary undertakings	Country of registration / incorporation	Class of holding	Proportion directly held	Nature of business
G4S International Logistics (UK) Ltd	UK	Ordinary	100%	Security Services
G4S Americas (UK) Ltd	UK	Ordinary	100%	Holding company
G4S Nominees Ltd	UK	Ordinary	100%	Security Services
G4S International Logistics (USA) Inc	United States	Ordinary	100%	Security Services

8 SHARE CAPITAL	31 December 2010 £	31 December 2009 £
<i>Allotted, issued and fully paid</i>		
15,605,303 ordinary shares of £1 each (2009 15,605,303 ordinary shares of £1 each)	15,605,303	15,605,303

9 RESERVES

	Share Premium Account £'000	Capital Reserve £'000	Profit and Loss Account £'000
At beginning of year	4,003	11	356,050
Profit for the period	-	-	2,926
At end of year	4,003	11	358,976

10 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	31 December 2010 £'000	31 December 2009 £'000
Profit for the period	2,926	9,796
Share issue	-	4,181
Opening shareholders' funds	375,669	361,692
Closing shareholders' funds	378,595	375,669

11 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 2010 totalled £14,372,123 (2009 £12,048,051)

12 ULTIMATE PARENT COMPANY

G4S International 105 (UK) Limited is controlled by its ultimate parent G4S plc, a company registered in England and Wales. The largest group in which the results of the company are consolidated is that headed by G4S plc. No other group financial statements include the results of the company. Copies of the group accounts of G4S plc can be obtained from The Manor, Manor Royal, Crawley, West Sussex, RH10 9UN.