Registration number: 02488312

G4S DSL Holdings Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2017

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Company Information

Directors S Lundsberg-Nielsen

T P Weller

C A V Barroche

Company secretary V J Patel

Registered office 5th Floor, Southside

105 Victoria Street

London SW1E 6QT

Independent auditors PricewaterhouseCoopers LLP

Central Square 29 Wellington Street

Leeds LS1 4DL

Strategic Report for the Year Ended 31 December 2017

The directors present their strategic report for the year ended 31 December 2017.

Fair review of the business

The principal activity of G4S DSL Holdings Limited ("the Company") is that of an investment holding company.

The Company had net assets at 31 December 2017 of \$2,972,000 (2016: \$2,843,000) and made a profit in the year of \$129,000 (2016: \$1,488,000).

The directors consider the results for the year to be satisfactory and future activities will be of a similar nature, and results are expected to remain similar overall.

Future developments

Director

The Company does not expect any changes to its principal activity in the foreseeable future.

Key performance indicators

Given the straight forward nature of the business, the directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development or performance of the business.

Principal risks and uncertainties

As an investment holding company the principal risks and uncertainties affecting the Company are managed as part of the wider G4S plc group. A full explanation of these risks is contained in the consolidated financial statements of G4S plc. Copies of the group financial statements for G4S plc are available upon request from the Company Secretary, 5th Floor, Southside, 105 Victoria Street, London, SW1E 6QT.

Approved by the Board on 4 July 2018 and signed on its behalf by:

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Directors' Report for the Year Ended 31 December 2017

The directors present their report and the audited financial statements for the year ended 31 December 2017.

Directors of the Company

The directors, who held office during the year, were as follows:

S Lundsberg-Nielsen

T P Weller

C A V Barroche (appointed 1 January 2017)

Results and dividends

The results for the year are set out on page 8. The directors do not recommend the payment of a dividend (2016: £Nil).

A review of the progress of the Company's business during the year, key performance indicators, internal controls, principal business risks and likely future developments are contained in the Strategic Report on page 2.

Environmental matters

The Company's business is not one that has a significant direct impact on the environment. However, the Company recognises the importance of its responsibilities to reduce environmental impact in such areas as energy usage, recycling, environmentally-friendly products and paper products, where is operates in accordance with the policies of G4S plc as detailed in the group's annual report.

Financial Risk Management

The Company operates within the financial risk management objective and policies of G4S plc which are disclosed within the group's annual report.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual 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 the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). 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 the financial statements, the directors are required to:

- · select suitable accounting policies and apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting 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.

Directors' Report for the Year Ended 31 December 2017 (continued)

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.

The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In the case of each director in office at the date of the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution confirming their re-appointment will be proposed at the Annual General meeting.

Approved by the Board on 4 July 2018 and signed on its behalf by:

Independent Auditors' Report to the Members of G4S DSL Holdings Limited

Report on the financial statements

Our opinion

In our opinion, G4S DSL Holdings Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and financial statements (the "Annual Report"), which comprise; the statement of financial position as at 31 December 2017; the income statement, the statement of comprehensive income, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Independent Auditors' Report to the Members of G4S DSL Holdings Limited (continued)

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements. In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Independent Auditors' Report to the Members of G4S DSL Holdings Limited (continued)

Responsibilities for the financial statements and the audit (continued)

Auditors' responsibilities for the audit of the financial statements (continued)

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Gealer.

Tom Yeates (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Central Square 29 Wellington Street

Leeds LS1 4DL

Date: 4/7/2018

Income Statement for the Year Ended 31 December 2017

	Note	2017 \$ 000	2016 \$ 000
Impairment of investments		-	(196)
Loss on disposal of investments		(1,069)	
Operating loss		(1,069)	(196)
Dividend income		998	1,781
Finance income	7	246	
Finance costs	8		(100)
Profit before income tax		175	1,485
Income tax on profit	9	(46)	3
Profit for the financial year		129	1,488

The above results were derived from continuing operations.

Statement of Comprehensive Income for the Year Ended 31 December 2017

	2017 US\$ 000	2016 US\$ 000
Profit for the financial year	129	1,488
Total comprehensive income for the financial year	129_	1,488

Statement of Changes in Equity for the Year Ended 31 December 2017

2016	Called up share capital \$ 000	Share premium \$ 000	(Accumulated losses) / retained earnings \$ 000	Total \$ 000
At 1 January 2016	770	1,524	(939)	1,355
Comprehensive income: Profit for the financial year			1,488	1,488
Total comprehensive income			1,488	1,488
At 31 December 2016	770	1,524	549	2,843
At 1 January 2017	770	1,524	549	2,843
Comprehensive income: Profit for the financial year			129	129
Total comprehensive income			129	129
At 31 December 2017	770	1,524	678	2,972

(Registration number: 02488312) Statement of Financial Position as at 31 December 2017

	Note	31 December 2017 \$ 000	31 December 2016 \$ 000
Non-current assets			
Investments	10	-	1,069
Current assets			
Trade and other receivables	11	3,012	2
Current tax assets		-	3
Cash and cash equivalents		6	1,769
		3,018	1,774
Total assets		3,018	2,843
Current liabilities			
Current tax liabilities	9	(46)	
Net assets		2,972	2,843
Equity			
Called up share capital	12	770	770
Share premium		1,524	1,524
Retained earnings		678	549
Total shareholders' funds		2,972	2,843

The financial statements on pages 8 to 18 were approved by the Board on 4 July 2018 and signed on its behalf by:

CA V Ba Director

Notes to the Financial Statements for the Year Ended 31 December 2017

1 General information

G4S DSL Holdings Limited is incorporated in the United Kingdom, registered in England and Wales, and domiciled in the United Kingdom. It is a private company, limited by shares. The Company's registered office is 5th Floor, Southside, 105 Victoria Street, London, SW1E 6OT.

The Company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare and deliver consolidated financial statements as it is a wholly-owned subsidiary of a company established in the EU and it is included in the audited consolidated financial statements of its EU-established ultimate parent, G4S plc. The registered office of G4S plc is 5th Floor, Southside, 105 Victoria Street, London, SW1E 6QT. These financial statements therefore present information about the Company as an individual entity only and not as a group.

The financial statements are presented in US dollars, which is the Company's functional currency, and in thousands of dollars unless stated otherwise.

2 Statement of compliance

The Company's financial statements have been prepared in accordance with Financial Reporting Standards ('FRS') 101 'Reduced Disclosure Framework'.

3 Significant accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The financial statements of the Company have been prepared under a going concern basis in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial instruments, in accordance with the Companies Act 2006.

The principal accounting policies and measurement bases adopted are set out below and have been applied consistently to all the years presented, unless stated otherwise. Judgements made by the directors in the application of these accounting policies which have a significant effect on the financial statements, and estimates with a significant risk of material adjustment, have been disclosed in note 4.

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

3 Significant accounting policies (continued)

Exemptions

The Company has taken advantage of certain disclosure exemptions in FRS 101, in part because its financial statements are included in the publicly available consolidated financial statements of G4S plc. Copies of the consolidated financial statements of G4S plc may be obtained by writing to the Company Secretary, G4S plc, 5th Floor, Southside, 105 Victoria Street, London, SW1E 6QT.

These disclosure exemptions relate to:

- the requirements of IAS 7 'Statement of cash flows';
- new IFRSs that have been issued but are not yet effective and which have not been applied by the Company;
- comparative information for the movements from the beginning to the end of the year in respect of intangible assets, property, plant and equipment, and the number of shares, and certain other additional comparative information;
- financial instruments disclosures required by IFRS 7 'Financial Instruments: Disclosures';
- disclosures required by IFRS 13 'Fair Value Measurement';
- movements during the year in the number and weighted average exercise prices of share-based payments, how the fair value of services received or equity instruments granted was determined and the effect of share based payment transactions on the income statement and financial position;
- certain related party disclosures on key management compensation and transactions entered into between two or more wholly-owned members of a group; and
- · capital management disclosures.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2017 have had a material effect on the financial statements.

Finance income and expense

Finance income is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable. This is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset's net carrying amount.

Finance costs are recognised as an expense in the income statement on the same basis.

Foreign currency translation

The financial statements are presented in US dollars, which is the Company's functional currency. Transactions in currencies other than the functional currency are translated at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities which are denominated in other currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items measured at historical cost denominated in other currencies are not retranslated. Gains and losses arising on retranslation are included in the income statement.

Current and deferred tax

Tax is recognised in the income statement except to the extent that it relates to items recognised in equity, in which case it is recognised in equity or other comprehensive income. The tax expense represents the sum of current tax and deferred tax.

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

3 Significant accounting policies (continued)

Current tax is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of each deferred tax asset is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is measured based on the tax rates that have been enacted or substantively enacted by the end of the reporting period. Tax liabilities or refunds may differ from those anticipated due to changes in tax legislation, differing interpretations of tax legislation and uncertainties surrounding the application of tax legislation. In situations where uncertainties exist, provision is made for contingent tax liabilities and assets on the basis of management judgement following consideration of the available relevant information.

Investments

Investments in subsidiary undertakings are stated at cost less provision for impairment.

Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Trade and other receivables

Trade and other receivables do not carry interest and are stated initially at their fair value. The carrying amount of trade and other receivables is reduced through the use of a bad debt allowance account. The Company provides for bad debts based upon an analysis of those that are past due, in accordance with local conditions and past default experience.

Amounts owed by/to group undertaking

Amounts owed by/to group undertakings are recognised initially at fair value and subsequently stated at amortised cost.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

Trade and other payables

Trade and other payables are not interest-bearing and are stated initially at fair value and subsequently measured at amortised cost using the effective interest method.

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

3 Significant accounting policies (continued)

Impairment

The carrying value of the Company's assets, with the exception of inventories and deferred tax assets, is reviewed on an ongoing basis for any indication of impairment and, if any such indication exists, the assets' recoverable amount is estimated. An impairment loss is recognised in the income statement whenever the carrying value of an asset or its cash-generating unit exceeds its recoverable amount.

An impairment loss in respect of goodwill is not reversed. In respect of any other asset, an impairment loss is reversed if there has been a change in the estimates used to determine its recoverable amount. The amount of the reversal is limited such that the asset's carrying amount does not exceed that which would have been determined (after depreciation and amortisation) if no impairment loss had been recognised.

The Company provides for impairments in financial assets when there is objective evidence of impairment as a result of one or more events that impact the estimated future cash flows of the financial assets.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

4 Accounting estimates, judgements and key assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of the Company's accounting policies. These judgements, estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, including current and expected economic conditions, and in some cases, actuarial techniques.

Although these judgements, estimates and associated assumptions are based on management's best knowledge of current events and circumstances, the actual results may differ.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

There are no judgements, estimates and assumptions which are of significance in preparing the Company's financial statements.

5 Staff costs

There were no employees during the current and prior year, and therefore the Company incurred no staff costs.

The directors received no remuneration or accrued pension benefits in respect of their services to the Company during both the current and prior year.

6 Auditor's remuneration

The auditors' remuneration of \$6,000 (2016: \$1,000) was borne by another group company. The Company did not incur any non-audit fees in the current and prior year.

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

7 Finance income

	2017 \$ 000	2016 \$ 000
Interest receivable from group undertakings	32	J 000
Foreign exchange gains	214	-
	246	
0.77		
8 Finance costs		
	2017	2016
	\$ 000	\$ 000
Foreign exchange losses	_	100
9 Income tax on profit		
Tax charged/(credited) to the income statement		
	2017	2016
	\$ 000	\$ 000
Current taxation		
UK corporation tax	46	(3)

The tax rate applied on profit/loss before income tax is higher than (2016: lower than) the standard effective rate of corporation tax in the UK of 19.25% (2016: 20%).

The differences are reconciled below:

	2017 \$ 000	2016 \$ 000
Profit before tax	175	1,485
Corporation tax at standard rate	34	297
Decrease from effect of revenues exempt from taxation	(192)	(339)
Increase from effect of expenses not deductible	205	39
Decrease from transfer pricing adjustments	(1)	
Total tax charge/(credit)	46	(3)

The standard effective rate of corporation tax for the current year is lower than the prior year due to changes in the UK corporation tax rate which decreased from 20% to 19% from 1 April 2017. Further reductions in the UK corporation tax rate will apply from 1 April 2020 when the rate reduces to 17%. All of these changes were enacted at the balance sheet date.

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

10 Investments				
Subsidiaries				\$ 000
Cost At 1 January 2017 Disposals				1,069 (1,069)
At 31 December 2017				
Carrying amount		•		
At 31 December 2017				-
At 31 December 2016				1,069
Details of the subsidiary as at 31 D	ecember 2017 is as	follows:		
Subsidiary undertakings	Class of holding	% Direct ownership	Registered addı	ress
G4S Risk Management Colombia SA	Ordinary	94.5%	-	69A - 51 Torre iso 2 Bogota,
11 Trade and other receivables				
			2017 \$ 000	2016 \$ 000
Amounts owed from group undertagroup)	ıkings (members of	the G4S plc	3,012	2

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

12 Called up share capital

Share capital comprises of 466,668 redeemable deferred shares of £1 each (US\$ 765,000) and 466,668 ordinary shares of US\$0.01 each (US\$5,000).

3,012

The deferred shares do not confer any voting rights nor the rights to receive a dividend or other distributions other than return of capital in the event of a winding up and rank below ordinary shareholders in any such event. The Company may, at its option, redeem all of the deferred shares in issue at a price not exceeding £1 for each of the shares redeemed.

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

13 Parent and ultimate parent undertaking

The Company's immediate parent undertaking is G4S Worldwide Holdings Limited, a company incorporated in the United Kingdom.

The ultimate parent undertaking and the smallest and largest group to consolidate these financial statements is G4S plc. Copies of the G4S plc's consolidated financial statements are available upon request from the Company Secretary, 5th Floor, Southside, 105 Victoria Street, London, SW1E 6QT.