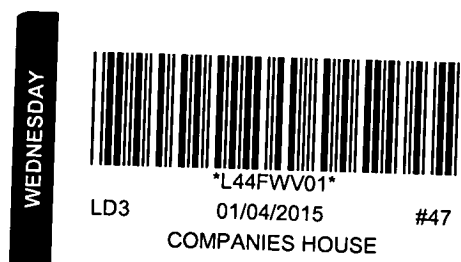


G4S ADI Group Ltd

FINANCIAL STATEMENTS

for the year ended
31 December 2014



Company Registration No. 2831083

G4S ADI Group Ltd

DIRECTORS, OFFICERS AND PROFESSIONAL ADVISORS

DIRECTORS

GN Grosso
D Hewitson

SECRETARY

V Patel

REGISTERED OFFICE

Sutton Park House
15 Carshalton Road
Sutton
Surrey
SM1 4LD

AUDITOR

KPMG Audit Plc
15 Canada Square
London
E14 5GL

G4S ADI Group Ltd

STRATEGIC REPORT

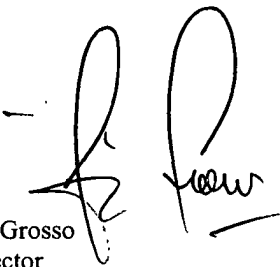
PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company ceased trading on 1 April 2014 and transferred its trade and net assets to G4S Secure Solutions (UK) Ltd.

PRINCIPAL RISKS AND UNCERTAINTIES

As the company ceased to trade as at 1 April 2014, it is not envisaged that the company is subject to business or market risks. However, there may be risks which are considered immaterial which may become material or indeed risks that are as yet unknown.

By order of the board



GN Grosso
Director
24 March 2015

G4S ADI Group Ltd

DIRECTORS' REPORT

The directors submit their report and the financial statements of G4S ADI Group Ltd for the year ended 31 December 2014.

DIVIDENDS

The directors recommended the payment of a final dividend of £8,012,410 (2013: £Nil). This amount was paid during the year. The directors believe the results for the year are satisfactory.

DIRECTORS

The following directors have held office since 1 January 2014:

GN Grosso
D Hewitson

POLITICAL AND CHARITABLE CONTRIBUTIONS

The Company made no political and no charitable donations during the year (2013: £Nil).

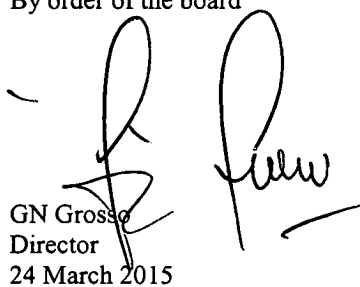
AUDITOR APPOINTMENT

PricewaterhouseCoopers LLP will be proposed as the Company's auditor for the financial year ending 31 December 2015 and a resolution relating to this appointment will be tabled at the forthcoming annual general meeting of G4S Plc.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is aware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

By order of the board



GN Grosso
Director
24 March 2015

G4S ADI Group Ltd

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Strategic Report, 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;
- 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 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 ADI GROUP LTD

We have audited the financial statements of G4S ADI Group Ltd for the year ended 31 December 2014 set out on pages 6 to 13. 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 of 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 the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTOR AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 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 Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2014 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.

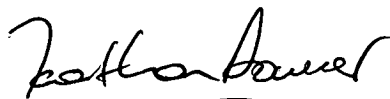
OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Strategic Report and 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



Jonathan Downer (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL
25 March 2015

G4S ADI Group Ltd
PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2014

	<i>Notes</i>	2014 £000	2013 £000
TURNOVER	1	97	481
		<hr/>	<hr/>
GROSS PROFIT		97	481
Other operating expenses		(80)	(401)
		<hr/>	<hr/>
OPERATING PROFIT		17	80
		<hr/>	<hr/>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	17	80
Taxation	6	-	(35)
		<hr/>	<hr/>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	10	17	45
		<hr/>	<hr/>

The operating profit for the year 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 for the current and preceding year.

There are no material differences between the results as stated above and their historical cost equivalents.

The notes on pages 8 to 13 form part of the financial statements.

G4S ADI Group Ltd

BALANCE SHEET

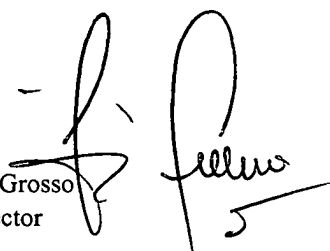
31 December 2014

	Notes	2014 £'000	2013 £'000
CURRENT ASSETS			
Debtors	7	97	36,234
Cash at bank and in hand		-	1
		<u>97</u>	<u>36,235</u>
CREDITORS			
Amounts falling due within one year	8	(1)	(28,144)
NET CURRENT ASSETS		<u>96</u>	<u>8,091</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>96</u>	<u>8,091</u>
NET ASSETS		<u>96</u>	<u>8,091</u>
CAPITAL AND RESERVES			
Called up share capital	9	-	10,297
Profit and loss account	10	96	(2,206)
EQUITY SHAREHOLDERS' FUNDS	11	<u>96</u>	<u>8,091</u>

The notes on pages 8 to 13 form part of the financial statements.

The financial statements were approved by the board of directors and authorised for issue on 24 March 2015 and are signed on its behalf by:

GN Grosso
Director



Company Registration No. 2831083

G4S ADI Group Ltd

ACCOUNTING POLICIES

BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards.

The Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. As a result, the financial statements have been prepared on a going concern basis.

The accounts present information about the company as an individual undertaking and not about its group, as the company has taken advantage of the exemption provided by section 400 of the Companies Act 2006, as it is a wholly owned subsidiary undertaking of G4S plc, a company incorporated in England & Wales, and is included in the consolidated accounts of that company.

Under FRS 1 the Company is exempt from the requirements to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

As the Company is a wholly owned subsidiary of 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.

FRS 100 sets out the application of financial reporting requirements in the UK and Republic of Ireland and FRS 101 'IFRS with reduced disclosures' outlines the reduced disclosure framework available for use by qualifying entities choosing to report under IFRS. FRS 102 is applicable in the UK and Republic of Ireland and is known as 'new UK GAAP'. The mandatory effective date for the new framework of reporting is for accounting periods beginning on or after 1 January 2015. The Company will apply either FRS 101 ('IFRS with reduced disclosures') or FRS 102 ('new UK GAAP'). A full analysis is currently being undertaken to identify the most appropriate option.

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.

POST RETIREMENT BENEFITS

The Company offers a defined contribution pension scheme to the majority of its employees. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amounts charged to the profit and loss account represent the contributions payable to the scheme in respect of the financial year.

The Company also participates in a defined benefit pension scheme along with other G4S businesses within the UK. The assets of the scheme are held separately from those of the Company. The Company is unable to identify its share of the underlying assets and liabilities of the scheme on a consistent and reasonable basis and therefore, as required by FRS 17 'Retirement benefits', accounts for the scheme as if it were a defined contribution scheme. As a result, the amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the financial year.

TURNOVER

Turnover is recognised at the fair value of the consideration received or receivable for the sale of goods and/or services in the ordinary nature of the business, net of Value Added Tax, recognised at the point of delivery of service.

G4S ADI Group Ltd

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2014

1 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The company's turnover and profit on ordinary activities were derived from its principal activity, wholly undertaken in the United Kingdom.

3	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2014 £'000	2013 £'000
	Profit on ordinary activities before taxation is stated after charging:		
	Auditors' remuneration:		
	Audit of these financial statements	1	1
		<u>1</u>	<u>1</u>

No other fees were paid to KPMG Audit Plc in respect of the company (2013: £Nil).

4	EMPLOYEES	2014 No.	2013 No.
	The average weekly number of persons (including directors) employed by the company during the year was:		
	Management and administration	9	11
		<u>9</u>	<u>11</u>
		<u>9</u>	<u>11</u>
		2014 £'000	2013 £'000
	Staff costs for above persons:		
	Wages and salaries	64	323
	Social security costs	6	30
	Other pension costs	2	10
		<u>72</u>	<u>363</u>
		<u>72</u>	<u>363</u>

DIRECTORS' REMUNERATION

The directors received no emoluments in the year in respect of their services to the company (2013: £Nil).

G4S ADI Group Ltd

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2014

5 PENSIONS

In respect of employees in the United Kingdom, the company pays contributions to a defined benefit pension scheme and a defined contribution pension scheme.

The defined benefit pension scheme is called the G4S Pension Scheme. During 2011 the G4S Pension Scheme was closed to future accrual. Existing members retained their benefits accrued to date and where appropriate their link to final salary. A small number of employees continued to accrue benefits in the G4S Pension Scheme due to their pension entitlement being protected. Members were offered the opportunity to move to a new defined contribution scheme for future pension benefits. There has been no curtailment gain or loss.

The Company is unable to identify its share of the underlying assets and liabilities of the G4S Pension Scheme and has therefore taken advantage of the exemption available in FRS17 to account for contributions to the scheme as if it were a defined contributions scheme. Full details of the scheme can be found in the accounts of G4S plc.

The pension costs are assessed on the advice of independent qualified actuaries using the projected unit credit method. The most recent actuarial valuation was 5 April 2012. The assets of the G4S Pension Scheme are held in separate trustee administered funds.

The company also pays into the G4S Group Personal Pension Plan which is a defined contribution scheme.

The company also participates in the group defined contribution scheme G4S Group Personal Pension Plan.

Contributions paid by the company during the year to the pension schemes amounted to £3,608 (2013: £6,706).

Contributions paid by the company during the period to the defined benefits scheme amounted to £Nil (2013: £Nil) and payments to the defined contribution scheme amounted to £3,608 (2013: £6,706).

The amounts being held within creditors in relation to defined benefit schemes is £Nil (2013: £Nil) and defined contribution schemes £Nil (2013: £1,167).

G4S ADI Group Ltd

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2014

6	TAXATION	2014 £'000	2013 £'000
	UK corporation tax on profit for the year	-	19
	Adjustment in respect of the prior periods	-	16
	Tax charge on ordinary activities	-	35
	Factors affecting tax charge for year:		
	The tax assessed for the year is higher than the standard rate of corporation tax in the UK (21.5%). The differences are explained below:		
	Profit on ordinary activities before tax	17	80
	Profit on ordinary activities multiplied by standard rate of corporation tax in the UK (21.5%) (2013: 23.3%)	4	19
	Effects of:		
	Other charges	(4)	-
	Adjustment in respect of previous years	-	16
	Current tax charge for year	-	35
7	DEBTORS	2014 £'000	2013 £'000
	Due within one year:		
	Amounts owed by group undertakings	97	36,234
		97	36,234
	Amounts owed by group undertakings are unsecured and repayable on demand.		
8	CREDITORS: Amounts falling due within one year	2014 £'000	2013 £'000
	Trade creditors	-	1
	Amounts owed to group undertakings	1	28,103
	Other taxation and social security costs	-	4
	Other creditors	-	1
	Corporation Tax	-	35
		1	28,144
	Amounts owed to group undertakings are unsecured and repayable on demand.		

G4S ADI Group Ltd

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2014

9	SHARE CAPITAL	2014 £'000	2013 £'000
	Allotted, issued and fully paid:		
	1 ordinary share of £1 (2013: 10,296,868 ordinary shares of £1 each)	-	10,297
10	PROFIT AND LOSS ACCOUNT	2014 £'000	2013 £'000
	1 January	(2,206)	(2,251)
	Profit for the financial year	17	45
	Dividend in specie	2,285	-
	31 December	96	(2,206)
11	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	2014 £'000	2013 £'000
	Profit for the financial year	17	45
	Dividend in specie	(8,012)	-
	Net movement in shareholders' funds	(7,995)	45
	Opening shareholders' funds	8,091	8,046
	Closing shareholders' funds	96	8,091

G4S ADI Group Ltd

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2014

12 RELATED PARTY TRANSACTIONS

In accordance with paragraph 3 (c) of FRS 8 "Related Party Transactions", the company is exempt from disclosing details of arrangements with other wholly owned companies in the group.

During the year, the company had transactions with the following disclosable related parties:

* Fellow subsidiary undertaking (not wholly owned) as listed below:

G4S FSI Limited (85% owned by G4S Group)

	2014 £'000	2013 £'000
BALANCES		
AMOUNTS DUE FROM RELATED PARTIES		
G4S FSI Limited	207	207
	<u>207</u>	<u>207</u>

No expense has been recognised in the year for bad and doubtful debts in respect of amounts owed by related parties (2013: £Nil)

13 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 2014 totalled £13,717,244 (2013: £16,973,772).

14 ULTIMATE PARENT UNDERTAKING

At 31 December 2014 the ultimate holding company of G4S ADI Group Ltd 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.