Registration number: 05573749

G4S Investments Limited

Annual Report and Financial Statements for the Year Ended 31 March 2018



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Company Information

Directors

A C M Rhodes

A E Birch G M Nienaber P C Dove

Company secretary

Semperian Secretariat Services Limited

Registered office

Third Floor

Broad Quay House Prince Street **Bristol** BS1 4DJ

Independent Auditors PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

2 Glass Wharf Bristol BS2 0FR

Strategic Report for the Year Ended 31 March 2018

The directors present their strategic report for the year ended 31 March 2018.

Principal activity

The principal activity of the company is that of an investment holding entity for G4S Joint Ventures Limited. G4S Joint Ventures Limited invests in companies that are directly or indirectly involved in infrastructure projects, which predominantly comprise the development, construction and management of serviced premises.

Results and review of business

There were no accounting transactions that required reporting within the profit and loss account for the company in the year. Accordingly, no profit and loss account has been presented in these financial statements. The directors are satisfied that the company's investments are performing in line with the directors' long term expectations. Accordingly, the carrying value of investments, as shown in the balance sheet, remains supportable, and the prospects for the future are considered to be satisfactory.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties and financial risk management policies are integrated with the principal risks of the Semperian PPP Investment Partners Holdings Limited group of companies ("the group") and are not managed separately. Accordingly, the principal risks and uncertainties of Semperian PPP Investment Partners Holdings Limited, which include those of the company, are discussed in the Semperian PPP Investment Partners Holdings Limited consolidated report and financial statements which does not form part of this report.

Key performance indicators ('KPIs')

Given the nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Approved by the Board on SEP 2018 and signed on its behalf by:

Semperian Secretariat Services Limited

Company secretary

Directors' Report for the Year Ended 31 March 2018

Registration number: 05573749

The directors present their report and the audited financial statements for the year ended 31 March 2018.

Future developments

No significant changes are expected to the company's activities, as set out in the Strategic Report, in the foreseeable future.

Dividends

No dividend was paid during the year (2017: £nil, £nil per ordinary share).

Financial risk management

Disclosures relating to these areas are included in the Strategic Report.

Directors of the company

The directors of the company who were in office during the year and up to the date of signing the financial statements were as follows:

A C M Rhodes

A E Birch

G M Nienaber

G L Chapman (appointed 25 April 2017 and resigned 29 March 2018)

The following director was appointed after the year end:

P C Dove (appointed 3 May 2018)

Directors' Report for the Year Ended 31 March 2018 (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and 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 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 then apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, 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.

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.

Disclosure of information to the auditors

Each director has taken 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. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Reappointment of auditors

The independent auditors, PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, have signified their willingness to continue in office.

2 6 SEP 2018

Approved by the Board on and signed on its behalf by:

Semperian Secretariat Services Limited

Company secretary

Independent Auditors' Report to the members of G4S Investments Limited

Report on the audit of the financial statements

Opinion

In our opinion, G4S Investments Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 balance sheet as at 31 March 2018; 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 for 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.

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.

Independent Auditors' Report to the members of G4S Investments Limited (continued)

Reporting on other information (continued)

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 March 2018 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 4, 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.

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.

Independent Auditors' Report to the members of G4S Investments Limited (continued)

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.

Nick Muzzlewhize (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Bristol

Date: 9/11/18

Balance Sheet as at 31 March 2018

	Note	2018 £	2017 £
Fixed assets			
Investments	5	73,709,800	73,709,800
Current assets			
Debtors: Amounts falling due within one year	6	255	255
Total assets less current liabilities		73,710,055	73,710,055
Creditors: Amounts falling due after more than one year	7	(28,852,179)	(28,852,179)
Net assets		44,857,876	44,857,876
Capital and reserves			
Called up share capital	9	304	304
Share premium account		14,324,951	14,324,951
Profit and loss account		30,532,621	30,532,621
Total equity		44,857,876	44,857,876

Approved and authorised by the Board on and signed on its behalf by:

A C M Rhodes

Director

Statement of Changes in Equity for the Year Ended 31 March 2018

	Called up Share capital £	Share premium account £	Profit and loss account £	Total equity
At I April 2016	304	14,324,951	30,532,621	44,857,876
At 31 March 2017	304	14,324,951	30,532,621	44,857,876
	Called up Share capital £	Share premium account £	Profit and loss account £	Total equity
At 1 April 2017	304	14,324,951	30,532,621	44,857,876
At 31 March 2018	304	14,324,951	30,532,621	44,857,876

Notes to the Financial Statements for the Year Ended 31 March 2018

1 General information

The principal activity of the company is that of an investment holding entity for G4S Joint Ventures Limited. G4S Joint Ventures Limited invests in companies that are directly or indirectly involved in infrastructure projects, which predominantly comprise the development, construction and management of serviced premises.

The company is a private company limited by shares and is incorporated and domiciled in England.

The address of its registered office is: Third Floor Broad Quay House Prince Street Bristol BS1 4DJ

The company's functional and presentation currency is the pound sterling.

2 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.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

There were no accounting transactions that required reporting within the profit and loss account for the company in the year. Accordingly no profit and loss account has been presented in these financial statements.

The financial statements contain information about G4S Investments Limited as an individual company and do not contain consolidated financial information. The company is exempt from the requirement to prepare consolidated financial statements, under section 401 of the Companies Act 2006, as its results are included in the consolidated financial statements of Semperian PPP Investment Partners Holdings Limited.

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

2 Accounting policies (continued)

Tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis. Deferred tax assets are only recognised when it is considered more likely than not that there will be suitable taxable profits from which the future reversal of underlying timing differences can be deducted.

Investments

Investments in equity and subordinated loan notes are held as fixed assets and are stated at cost less an appropriate provision to reflect any impairment in the value of the investments. Premiums and discounts on subordinated loan note investments have been amortised over the life of the loan to give a constant effective finance rate. Repayments of loans have been disclosed as disposals of fixed asset investments. Any other impairment of fixed assets is reflected as impairment charges. Where an equity investment has fixed return the premium paid for the equity has been amortised in proportion to the actual dividends to total dividends.

Impairment

Fixed asset investments are subject to impairment review if events or changes in circumstances occur which indicate that the carrying amount of the fixed asset may not be fully recoverable. An impairment review comprises a comparison of the carrying amount of the fixed asset with its recoverable amount, which is the higher of net realisable value and value in use.

Net realisable value is calculated by reference to the amount at which the asset could be disposed of. Value in use is calculated by discounting the expected future cash flows obtainable as a result of the assets continued use, including those resulting from its ultimate disposal, at a market based discount rate on a pre-tax basis. The carrying values of fixed assets are written down by the amount of any impairment and this loss is recognised in the profit and loss account in the year in which it occurs.

Financial Instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including trade and other receivables, finance debtors, cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

2 Accounting policies (continued)

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Called up 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.

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions. The exemptions which the company has taken are:

- (i) the requirement to prepare a statement of cash flows;
- (ii) certain financial instrument disclosures providing equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated;
- (iii) the requirement to disclose related party transactions, with the members of the same group, that are wholly owned;
- (iv) the requirement to provide consolidated financial statements.

3 Critical accounting judgements and estimation uncertainty

Judgements, estimates and associated assumptions are based upon historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may subsequently differ from these estimates.

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

3 Critical accounting judgements and estimation uncertainty (continued)

The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates made are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

Certain critical accounting judgements, adopted by management, in applying the company's accounting policies are described below:

Impairment of investments

Management makes an estimate of the likely recoverable value of investments by considering factors including the historical performance, and future forecasts of the respective investment. See note 5 for the carrying value of the investments.

4 Operating result

The company had no employees, other than the directors, during the year (2017: none). The emoluments of the directors are paid by the controlling parties. The directors services to this company and to a number of fellow group companies are primarily of a non executive nature and their emoluments are deemed to be wholly attributable to the controlling parties. The controlling parties charged £nil (2017: £nil) to the company in respect of these services.

The audit fee has been borne on the company's behalf by a related company, Imagile Business Suport Limited (Formerly known as Semperian Capital Management Limited), for which no recharge has been made during the current or previous year.

5 Investments

	Equity	Subordinated debt	Total
Cost and net book value:	£	£	£
At 31 March 2018 and 2017	64,510,000	9,199,800	73,709,800

Subordinated debt consists of £9,199,800 of zero coupon loan notes. These are unsecured and are repayable on demand. G4S Investments Limited has confirmed that they will not demand repayment of this loan from G4S Joint Ventures Limited for a period of twelve months from the date of approval of the financial statements.

A full list of subsidiaries and related undertakings is shown in note 12.

6 Debtors: Amounts falling due within one year

	2018	2017
	£	£
Amounts owed by group undertakings	255	255

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

7 Creditors

	Note	2018 £	2017 £
Amounts falling due after more than one year			
Subordinated debt	8	28,852,179	28,852,179
8 Loans and borrowings			
		2018	2017
	•	£	£
Loans and borrowings falling due between one and five years			
Subordinated debt		28,852,179	28,852,179

Subordinated debt contains £19,652,379 of subordinated loan notes from G4S Joint Ventures Limited which are unsecured and had a maturity date of 30 November 2008. Interest on the loan up to 30 November 2008 was 6.118% and no further interest has been charged since. Repayments of £nil were made during the year (2017: £nil) to G4S Joint Ventures Limited, who have confirmed that they will not demand repayment of this loan for a period of twelve months from the date of approval of the financial statements.

Subordinated debt also contains £9,199,800 of zero coupon loan notes. These are unsecured and are repayable on demand, but Semperian PPP Investment Partners No.2 Limited has confirmed that they will not demand repayment of this loan for a period of twelve months from the date of approval of the financial statements.

9 Called up share capital

Allotted, called up and fully paid shares

	2018	2018		2017	
	No.	£	No.	£	
Ordinary A shares of £1 each	253	253	253	253	
Ordinary B shares of £1 each	51	51	51	51	
	304	304	304	304	

A and B Ordinary shares rank pari passu.

10 Related party transactions

As a wholly owned subsidiary of Semperian PPP Investment Partners Holdings Limited, the company has taken advantage of the exemption under FRS 102 - paragraph 33.1A of the requirement to disclose transactions between it and other group companies.

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

11 Parent and ultimate parent undertaking

The company's immediate parent is Semperian PPP Investment Partners No.2 Limited, incorporated in England and Wales.

The ultimate parent and controlling party is Semperian PPP Investment Partners Holdings Limited, incorporated in Jersey. The smallest group and largest group to consolidate these financial statements is Semperian PPP Investment Partners Holdings Limited. These financial statements are available upon request from the Company Secretary at Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.

12 Subsidiary and related undertakings

The company holds investments in the following undertakings incorporated in the UK:

The registered office for the companies shown below is: Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.

Direct subsidiary undertakings	Activities	of ordinary shares held
G4S Joint Ventures Limited	Investment	100%

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

12 Subsidiary and related undertakings (continued)

Indirect investment undertakings	Activities	Percentage of ordinary shares held
North Wiltshire Schools Limited	Holding company	100%
UK Court Services (Manchester) Holdings Limited	Holding company	100%
G4S Joint Ventures (Onley) Limited	Holding company	100%
G4S Joint Ventures (Fazakerley) Limited	Holding company	100%
Education Care and Discipline Limited	Holding company	100%
Education Care and Discipline Three Limited	Holding company	100%
Healthcare Providers Limited	Holding company	100%
East London Lift Investments Limited	Holding company	50%
Accommodation Services (Holdings) Limited	Holding company	50%
Albion Healthcare Oxford (Holdings) Limited	Holding company	25%
Ochre Solutions (Holdings) Limited	Holding company	20%
Integrated Accommodation Services plc	Property management and services	50%
Albion Healthcare (Oxford) Limited	Hospital services	25%
Infracare East London Limited (Formerly known as Ea London Lift Company Limited)	St Property management and services	30%
East London Lift Accommodation Services Limited	Property management and services	30%
East London Lift Holdco No2 Limited	Investment holding company	30%
East London Lift Accommodation Services No2 Limited	Property management and services	30%
East London Lift Holdco No3 Limited	Investment holding company	30%
Ellas No3 Limited	Property management and services	30%
East London Lift Holdco No4 Limited	Investment holding company	30%
Ellas No4 Limited	Property management and services	30%
ECD (Cookham Wood) Limited	School services	100%
ECD (Onley) Limited	School services	100%
Fazakerley Prison Services Limited	Prison services	100%
Onley Prison Services Limited	Prison services	100%
Hull Maternity Development Limited	Hospital services	100%
White Horse Education Partnership Limited	School services	100%
Ochre Solutions Limited	Hospital services	20%
UK Court Services (Manchester) Limited	Magistrates Courts	100%

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

On 1 March 2018, East London Lift Company Limited was renamed to Infracare East London Limited.

On 3 May 2018, Education Care and Discipline Limited, Education Care and Discipline Three Limited, ECD (Cookham Wood) Limited and ECD (Onley) Limited were liquidated.