Company Registration No. 04835721 (England and Wales)

VPS HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2017

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VPS HOLDINGS LIMITED

COMPANY INFORMATION

Directors	D Taylor-Smith	(Appointed 23 May 2016)
	J Darnton	(Appointed 6 October 2016)
Secretary	S Hardyman	
Company number	04835721	
Registered office	Third Floor International Buildings 71 Kingsway London WC2B 6ST	
Auditor	KPMG LLP 58 Clarendon Road Watford Hertfordshire WD17 1DE	

VPS HOLDINGS LIMITED

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VPS HOLDINGS LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 MARCH 2017

The directors present the annual report and financial statements for the year ended 31 March 2017.

Review of the business

VPS Holdings Limited ("the Company") is an intermediate parent of the VPS Group. The principal activity of the Company is an intermediate holding company.

VPS is a leading service provider for the protection of people, property and assets on a temporary or emergency basis in the UK and Europe. VPS focuses on selected sectors, the most significant being insurance, social housing, construction and infrastructure, property owners and managers, and security / facilities management.

VPS's services include rental of steel doors, panels, alarms and security towers, supply and installation of glazing and locks, property inspection, and property guardians.

At the balance sheet date, the Company has net liabilities of £81,088,000 (2016:£80,802,000) and a loss before tax of £286,000 (profit before tax 2016: £826,000).

Principal risks and uncertainties

The principal risks and uncertainties of the Company are closely linked to its parent company, Tyrion Security Bidco Limited. Copies the financial statements of Tyrion Security Bidco Limited are available from Companies House, Crown Way, Cardiff, CF14 3UZ.

On behalf of the board

J Darnton
Director
17 November 2017

VPS HOLDINGS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2017

The directors present their annual report and financial statements for the year ended 31 March 2017.

Results and dividends
The results for the year are set out on page 6.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors
The directors who held office during the year and up to the date of signature of the financial statements were as follows:

K Reid	(Resigned 20 December 2016)
M Silver	(Resigned 25 May 2016)
D Taylor-Smith	(Appointed 23 May 2016)
J Darnton	(Appointed 6 October 2016)

Political donations
Neither the Company nor any of its subsidiaries made any disclosable political donations or incurred any disclosable political expenditure during the year.

Auditor
Under section 487(2) of the Companies Act 2006, KPMG LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

Statement of disclosure to auditor
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Group's auditor, the directors have taken all the steps that they are obliged to take as directors in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Going concern
After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The Company has net current liabilities of £97,383,000. The parent company has confirmed that intercompany payables will not be called for repayment if that would leave the Company with insufficient funds to pay 3rd party creditors. This confirmation from the parent company supersedes the terms of the intercompany loan agreement which designated the loan as repayable on demand.

Accordingly, the directors adopt the going concern basis in preparing the annual report and financial statements.

On behalf of the board

J Darnton
Director
17 November 2017

Statement of directors' responsibilities

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), including FRS 101 *Reduced Disclosure Framework.*

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 VPS HOLDINGS LIMITED

We have audited the financial statements of VPS Holdings Limited for the year ended 31 March 2017 set out on pages 6 to 16. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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 the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor
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 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 March 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom 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 the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' report:

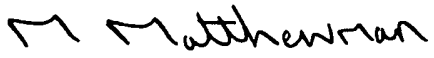
- we have not identified material misstatements in that report; and

- in our opinion, that report has been prepared in accordance with the Companies Act 2006.

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.



Mark Matthewman (Senior Statutory Auditor)
for and on behalf of KPMG LLP (Statutory Auditor)
Chartered Accountants

58 Clarendon Road
Watford
Hertfordshire
WD17 1DE

17 November 2017

VPS HOLDINGS LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2017

	Notes	2017 £'000	2016 £'000
Administrative expenses		(286)	(393)
Other operating income		-	1,219
Operating (loss)/profit	**3**	(286)	826
Income tax	**5**	-	-
(Loss)/profit and total comprehensive income for the financial year	**13**	(286)	826

The Statement of Comprehensive Income has been prepared on the basis that all opetations are continuing operations.

There were no recognised gains or losses for 2017 and 2016 other than those included in the Statement of Comprehensive Income.

There was no other comprehensive income for 2017 (2016: £nil).

All of the comprehensive loss is attributable to the equity holder of the parent undertaking.

The accompanying notes form an integral part of these financial statements.

VPS HOLDINGS LIMITED

BALANCE SHEET

AS AT 31 MARCH 2017

	Notes	2017 £'000	2016 £'000
Fixed assets			
Intangible assets	6	500	860
Investments	7	15,795	15,795
		16,295	16,655
Current assets			
Debtors	9	11,632	11,776
Cash at bank and in hand		2	1
		11,634	11,777
Creditors: amounts falling due within one year	10	(109,017)	(109,234)
Net current liabilities		(97,383)	(97,457)
Total assets less current liabilities		(81,088)	(80,802)
Net liabilities		(81,088)	(80,802)
Capital and reserves			
Share capital	11	4	4
Share premium account	12	10,715	10,715
Profit and loss reserve	13	(91,807)	(91,521)
Total equity		(81,088)	(80,802)

The financial statements were approved by the board of directors and authorised for issue on 17 November 2017 and are signed on its behalf by:

J Darnton
Director

Company Registration No. 04835721

The accompanying notes form an integral part of these financial statements.

VPS HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2017

	Share capital	Share premium account	Profit and loss reserve	Total
	£'000	£'000	£'000	£'000
Balance at 1 April 2015	4	10,715	(92,347)	(81,628)
Year ended 31 March 2016:				
Profit and total comprehensive income for the year	-	-	826	826
Balance at 31 March 2016	4	10,715	(91,521)	(80,802)
Year ended 31 March 2017:				
Loss and total comprehensive income for the year	-	-	(286)	(286)
Balance at 31 March 2017	4	10,715	(91,807)	(81,088)

The accompanying notes form an integral part of these financial statements.

1 Accounting policies

Company information

VPS Holdings Limited ("the Company") is a private company limited by shares incorporated in England and Wales. The registered office is Third Floor, International Buildings, 71 Kingsway, London, WC2B 6ST.

1.1 Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 have been applied. In preparing these financial statements, the Company has applied the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company results are presented in Sterling, rounded to the nearest thousand.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 2).

The Company is exempt by virtue of s400 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.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital and tangible fixed assets.
- Disclosures in respect of transactions with wholly owned subsidiaries ;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

As the consolidated financial statements of Tyrion Security Topco Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 Share Based Payments in respect of group settled share based payments
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

1.2 Going concern

The Company depends upon the financial support of its parent company in not seeking repayment of the intercompany creditor of £108,994,000 for a period of twelve months from the date the directors sign these financial statements. The parent undertaking has confirmed that it will not demand repayment of any part of the intercompany loan if that left insufficient assets in the Company to pay third party creditors.

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

1 Accounting policies **(Continued)**

1.3 Intangible assets other than goodwill

Intangible assets are initially recognised at cost. After recognition, under the historical cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

1.4 Investments

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

1.5 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

1.6 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

1.7 Cash at bank and in hand

Cash at bank and in hand include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.8 Financial assets

The Company recognises its financial assets into one of the categories described below, depending on the purpose for which the asset was acquired.

Other than the financial assets in a qualifying hedging relationship, the Company's accounting policy for each category is as follows:

Fair value through profit or loss

This category comprises only in the money derivatives. These are carried in the Balance Sheet at fair value with changes in fair value recognised in the Statement of Comprehensive Income.

1 Accounting policies **(Continued)**

Loans and receivables

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Statement of Comprehensive Income. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

1.9 Financial liabilities

The Company classifies all of its financial liabilities as liabilities at amortised cost.

At amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest-bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the Balance Sheet.

1.10 Foreign currency translation

The Company's functional and presentational currency is Sterling.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non monetary items measured at fair value are measured using the exchange rate when fair value was determined.

1.11 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

1.12 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

1.13 Other operating income

Other operating income relates to the intercompany recharge of royalties for use of VPS trademarks.

2 Critical accounting estimates and judgements

There were no significant judgments made or estimation uncertainty in applying the accounting policies, other than the valuation of subsidiary undertakings. After reviewing the projected future cash flows of subsidiary undertakings it is considered that there is no need to impair the carrying value.

3 *Operating (loss)/profit*

	2017 £'000	2016 £'000
Operating (loss)/profit for the year is stated after charging/(crediting):		
Amortisation of intangible assets	-	358
Impairment	360	-
Exchange gains	(75)	(66)

4 Employees

The company has no employees (2016: 0) other than the directors. Directors were remunerated by other Group companies, and their remuneration is disclosed in the consolidated financial statements of Tyrion Security Midco Limited.

5 *Income tax expense*

	2017 £'000	2016 £'000
UK corporation tax on profits for the current period	-	-
Total tax charge	-	-

The charge for the year can be reconciled to the (loss)/profit per the profit and loss account as follows:

	2017 £'000	2016 £'000
(Loss)/profit before taxation	(286)	826
Expected tax (credit)/charge based on a corporation tax rate of 20.00%	(57)	165
Effect of expenses not deductible in determining taxable profit	-	14
Group relief surrendered	-	(179)
Deferred tax not recognised	57	-
Taxation charge for the year	-	-

5 Income tax expense **(Continued)**

Factors affecting the tax charge in future years
A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015. A further reduction to 17% (effective from 1 April 2020) was substantively enacted on 15 September 2016. This will reduce the Company's future current tax charge accordingly.

The Company has approximately £15,860,911 (2016: £15,935,119) of tax losses carried forward. No deferred tax asset has been recognised on losses carried forward due to the lack of visibility of taxable profits arising in the near term.

6 Intangible fixed assets

	Trademarks £'000
Cost	
At 31 March 2016	2,650
At 31 March 2017	2,650
Amortisation and impairment	
At 31 March 2016	1,790
Charge for the year	360
At 31 March 2017	2,150
Carrying amount	
At 31 March 2017	500
At 31 March 2016	860

7 Investments

	Shares £'000
Cost or valuation	
At 1 April 2016 & 31 March 2017	20,152
Impairment	
At 1 April 2016 & 31 March 2017	(4,357)
Carrying amount	
At 31 March 2017	15,795
At 31 March 2016	15,795

8 Subsidiaries

Details of the Company's subsidiaries at 31 March 2017 are as follows:

Name of undertaking	Registered office	Ownership interest (%)	Nature of business
Vacant Property Security Limited	England and Wales	100	Holding company
VPS Vacant Property Specialists Limited	England and Wales	100	Dormant
VPSitex Deutschland GmbH	Germany	100	Provision of security equipment and services
VPSitex Italia S.R.L.	Italy	100	Provision of security equipment and services
Safe Estates Services Limited	England and Wales	100	Dormant
VPSitex Ireland Limited	Ireland	100	Provision of security equipment and services
Quatro Electronics Holdings Limited*	England and Wales	100	Provision of security equipment and services
Quatro Electronics Limited*	England and Wales	100	Provision of security equipment and services
VPS (UK) Limited*	England and Wales	100	Provision of security equipment and services
VPSitex NI Limited*	England and Wales	100	Provision of security equipment and services
Broomco (4016) Limited*	England and Wales	100	Dormant
Camwatch Limited*	England and Wales	100	Dormant
VPS Site Security Limited*	England and Wales	100	Provision of security equipment and services
Redfields Landscaping & Design Limited*	England and Wales	100	Provision of landscaping and grounds maintenance services
Lotus Landscapes Limited*	England and Wales	100	Provision of landscaping and grounds maintenance services
Cherry Topco Limited*	England and Wales	100	Holding company
Cherry Midco 1 Limited*	England and Wales	100	Holding company
Cherry Midco 2 Limited*	England and Wales	100	Holding company
Cherry Bidco Limited*	England and Wales	100	Holding company
Evander Group Limited*	England and Wales	100	Holding company
Evander Limited*	England and Wales	100	Holding company
Evander Glazing and Locks Limited*	England and Wales	100	Provision of emergency glazing, lock and door fitting
Highway Windscreens (UK) Limited*	England and Wales	100	Dormant
Highway Glass Limited*	England and Wales	100	Dormant
Evander Group Trustee Limited*	England and Wales	100	Dormant
VPSitex Holdings Netherlands B.V.*	Netherlands	100	Holding company
FMT Beheer B.V.*	Netherlands	100	Provision of security equipment and services
VPSitex Espana S.L.U.*	Spain	100	Provision of security equipment and services
VPSitex Holdings France SAS*	France	100	Provision of security equipment and services
VPSitex SAS*	France	100	Provision of security equipment and services

8 Subsidiaries **(Continued)**

Prodomo SAS*	France	100	Provision of security equipment and services
Protel SAS*	France	100	Provision of security equipment and services

* Indirectly held

The registered address for:
Companies incorporated in England and Wales - Third Floor International Buildings, 71 Kingsway, London, WC2B 6ST, United Kingdom
Companies incorporated in Italy - Via Magenta 35, 10128 Torino, Italy
Companies incorporated in Germany - VPSitex Deutschland GmbH, Darwinstraße 17, 10589 Berlin, Germany
Companies incorporated in Ireland - 2 Seapoint Avenue, Blackrock, Co. Dublin, Ireland
Companies incorporated in the Netherlands - Dr Kuyperstraat 9, 2514 BA Den Haag, Netherlands
Companies incorporated in France - 8 Rue Bernard Buffet, 75017, Paris, France
Companies incorporated in Spain - C/ Albert Einstein, 2, 08940 Cornellà de Llobregat, Barcelona, Spain

9 Debtors

	2017 £'000	2016 £'000
Amounts due from fellow group undertakings	11,632	11,757
Other receivables	-	19
	11,632	11,776

The amounts owed by group undertakings are non-interest bearing balances and are repayable on demand.

10 Creditors

	Due within one year	
	2017 £'000	2016 £'000
Trade creditors	9	16
Amounts due to fellow group undertakings	108,994	109,218
Other creditors	14	-
	109,017	109,234

The amounts owed to group undertakings are unsecured, non-interest bearing and are repayable on demand should the Company have available cash resources after payment of all trade and other liabilities.

11	Share capital	2017	2016
		£	£
	Ordinary share capital		
	Issued and fully paid		
	3,430,761 Ordinary A shares of £0.001 each	3,431	3,431
	162,692 Ordinary B shares of £0.00112 each	182	182
		3,613	3,613

Each share is entitled to one vote in any circumstances. Each share is entitled pari-passu to dividend payments or any other distribution. Each share is entitled pari-passu to participate in any distribution arising from a wind up of the Company.

12 Share premium account

Includes all amounts received in excess of the nominal value of the shares.

13 Profit and loss reserve

Includes all current and prior year retained profits and losses.

14 Contingent liabilities

The Company is party to a Group banking facility under which it has guaranteed the bank borrowings of its fellow Group companies. At the balance sheet date the total net bank borrowings (senior debt less cash) of the Group were £90,516,000 (2016: £95,100,000).

15 Controlling party

The ultimate parent undertaking is Targaryen Security 1 Sarl, a company which is controlled by PAI Partners SAS.

The immediate parent undertaking is Tyrion Security Bidco Limited. The smallest group that these Company results are consolidated into is that headed by Tyrion Security Midco Limited. Copies of the group financial statements of Tyrion Security Midco Limited are available from Companies House, Crown Way, Cardiff, CF14 3UZ.