

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM THE UNITED STATES OR ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION**

## **Garda World Security Corporation**

("GardaWorld")

### **GardaWorld Sets Aside No Increase Statement**

GardaWorld notes the announcement made yesterday by Allied Universal TopCo LLC of a recommended cash offer for the entire issued and to be issued share capital of G4S.

GardaWorld confirms that, pursuant to the reservations to the Final Offer set out in the Final Offer Document published on 2 December 2020, the no increase statement regarding the offer price is no longer in effect and has been set aside.

GardaWorld is considering its options and a further announcement will be made when appropriate. G4S Shareholders are strongly advised to take no action at this time.

In accordance with Note 3 of Rule 32.2 of the City Code, GardaWorld will send a notice to G4S Shareholders regarding the setting aside of the no increase statement and notifying any G4S Shareholders who accepted the Offer after 2 December 2020 that they have a right of withdrawal for a period of 8 days following the date of this announcement.

**- Ends -**

#### **For more information**

##### **GardaWorld**

Stephan Cr tier, Founder, Chairman, President and  
CEO  
c/o Montfort Communications

##### **BC Partners**

Raymond Svider, Partner and Chairman  
Paolo Notarnicola, Partner  
c/o Montfort Communications

##### **Montfort Communications**

Nick Miles +44 (0)77 3970 1634  
Olly Scott +44 (0)78 1234 5205

**Barclays Bank PLC, acting through its Investment  
Bank, as Joint Lead Financial Adviser to GardaWorld** +44 (0)20 7623 2323

Omar Faruqi  
Chad Parker  
Tom Macdonald

**UBS, as Joint Lead Financial Adviser to GardaWorld** +44 (0)20 7568 1000

Jonathan Rowley  
Jonathan Retter  
Sandip Dhillon

**BofA Securities, as Joint Lead Financial Adviser  
to GardaWorld** +44 (0)20 7628 1000

**Jefferies, as Financial Adviser to GardaWorld**  
Daniel Frommelt  
Philip Noblet  
James Thomlinson

+44 (0)20 7029 8000

### **Important Notices**

Capitalised terms used in this section (*Important Notices*) but not defined have the meanings given to them in the Original Offer Document (as amended by the Final Offer Document).

#### **Important notices relating to financial advisers**

Barclays Bank PLC, acting through its Investment Bank ("Barclays"), which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the FCA and the Prudential Regulation Authority, is acting exclusively for GardaWorld and Fleming and no one else in connection with the matters described herein and will not be responsible to anyone other than GardaWorld or Fleming for providing the protections afforded to clients of Barclays nor for providing advice in relation to the other matters referred to herein.

UBS AG London Branch is authorised and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorised by the Prudential Regulation Authority and subject to regulation by the FCA and limited regulation by the Prudential Regulation Authority in the United Kingdom. UBS AG London Branch and UBS Securities LLC (collectively, "UBS") are acting exclusively for GardaWorld and Fleming and no one else in connection with the matters described herein and will not be responsible to anyone other than GardaWorld or Fleming for providing the protections afforded to clients of UBS nor for providing advice in relation to the matters referred to herein.

Merril Lynch International ("BofA Securities"), which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the FCA and the Prudential Regulation Authority, is acting exclusively for GardaWorld and Fleming and no one else in connection with the matters described herein and will not be responsible to anyone other than GardaWorld or Fleming for providing the protections afforded to clients of BofA Securities nor for providing advice in relation to the matters referred to herein.

Jefferies International Limited ("Jefferies") which is authorised and regulated in the UK by the Financial Conduct Authority, is acting exclusively for GardaWorld and Fleming and no one else in connection with the Offer and shall not be responsible to anyone other than GardaWorld or Fleming for providing the protections afforded to clients of Jefferies nor for providing advice in connection with the matters referred to herein. Neither Jefferies, nor any of its affiliates, subsidiaries or branches owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person other than GardaWorld or Fleming in connection with any statement contained herein or otherwise.

#### **Further information**

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, subscribe for, otherwise acquire, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the offer referenced herein or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. The Offer will be implemented solely pursuant to the terms of the Original Offer Document, the Final Offer Document and the accompanying Second Form of Acceptance which, together, contain the full terms and conditions of the Offer, including details of how to accept the Offer.

G4S Shareholders are advised to read this Announcement, the Final Offer Document, the Original Offer Document and the Second Form of Acceptance carefully because they contain important information in relation to the Offer. Any decision by G4S Shareholders in respect of the Offer should be made only on the basis of the information contained in the Final Offer Document, the Original Offer Document and the Second Form of Acceptance.

This announcement has been prepared for the purpose of complying with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of jurisdictions outside the United Kingdom. The Acquisition will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange ("LSE") and the Financial Conduct Authority ("FCA").

#### **Publication on website and availability of hard copies**

A copy of this announcement and the documents required by Rule 26 of the City Code will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on GardaWorld's website ( [www.garda.com/investors/g4s](http://www.garda.com/investors/g4s) ) by no later than 12 noon (London time) on the Business Day following this announcement. The content of the websites referred to in this announcement are not incorporated into and does not form part of this announcement.

Subject to certain restrictions relating to persons in any Restricted Jurisdictions, you may request hard copies of the Final Offer Document, the Original Offer Document, the Second Form of Acceptance and/or any information incorporated into such documents by reference to another source by contacting the Receiving Agent, Computershare by telephone between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (excluding English and Welsh public holidays) on 0370 707 4021 or, if calling from outside the United Kingdom, +44 (0) 370 707 4021. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice. You may also request that all future documents, announcements and information to be sent to you in relation to the Offer should be in hard copy form. A hard copy of such documents, announcements and information will not be sent unless so requested in accordance with the above.

If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or from an independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are located in the United Kingdom or, if you are located outside the United Kingdom, from an appropriately authorised independent financial adviser.