

*THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION*

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

**8 DECEMBER 2020**

**RECOMMENDED CASH OFFER**

for

**G4S PLC**

by

**ATLAS UK BIDCO LIMITED**

**a newly incorporated entity that is indirectly controlled by Allied Universal**

The boards of directors managing Allied Universal Topco LLC ("**Allied Universal**") and of G4S plc ("**G4S**" or the "**Company**") are pleased to announce that they have reached agreement on the terms of a recommended cash offer, to be made by Atlas UK Bidco Limited ("**Allied Bidco**"), a newly incorporated entity that is indirectly controlled by Allied Universal, to acquire the entire issued and to be issued share capital of G4S (the "**Offer**").

**Summary**

☎... Under the terms of the Offer, G4S Shareholders will be entitled to receive:

**245 pence in cash**

**for each G4S Share**

☎... The Offer values the entire issued and to be issued ordinary share capital of G4S at approximately Â£3.8 billion and represents a premium of:

- ☎• approximately 68 per cent. to the Closing Price of 146 pence per G4S Share on 11 September 2020 (being the last Business Day before commencement of the Offer Period);
- ☎• approximately 91 per cent. to the three-month volume weighted average closing price of 128 pence per G4S Share on 11 September 2020;
- ☎• approximately 11 per cent. to the highest Closing Price of 222 pence per G4S Share for the 52-week period ending 11 September 2020; and
- ☎• approximately 4 per cent. to the GardaWorld Offer of 235 pence per G4S Share.

☎... The G4S Directors, who have been so advised by Citi, J.P. Morgan Cazenove, Goldman Sachs and Lazard as to the financial terms of the Offer, consider the terms of the Offer to be fair and reasonable. Accordingly, the G4S Directors intend unanimously to recommend that G4S Shareholders accept the Offer as they have irrevocably undertaken to do in respect of their own G4S Shares (representing approximately 0.21 per cent. of the issued ordinary share capital of G4S as of the close of business on 4 December 2020, being the latest practicable date before the date of this Announcement). In providing their financial advice, each of Citi, J.P.

Morgan Cazenove, Goldman Sachs and Lazard have taken into account the commercial assessments of the G4S Directors.

- ⌚... Allied Bidco has committed financing available to satisfy the full cash consideration payable to G4S Shareholders under the terms of the Offer.
- ⌚... The combination of Allied Universal and G4S will create a world-leading integrated security business with revenues of approximately US\$18 billion, a strong international platform and an extensive portfolio of blue-chip clients across the public and private sectors.
- ⌚... Bringing together Allied Universal's and G4S's cutting-edge smart technology solutions and manned guarding businesses will create an Enlarged Group that is able to lead the industry shift towards integrated security services and provide a global one-stop shop for customers.
- ⌚... Allied Bidco is pleased to confirm that it has cleared U.S. antitrust review, having received early termination of the applicable waiting period under the HSR Act on 13 November 2020. Allied Bidco is in the process of obtaining all other required antitrust and regulatory approvals and is confident all relevant approvals will be obtained in a timely fashion and in any event before the Offer is required to become unconditional in all respects under the City Code. The Offer is expected to close in the first quarter of 2021, subject to the satisfaction (or waiver, if permitted) of the Conditions set out in Appendix 1 to this Announcement.
- ⌚... Allied Bidco is also delighted to confirm that it has entered into a Memorandum of Understanding with Allied Universal and the G4S UK Pension Trustee which sets out the parties' intentions in relation to the future funding of the G4S UK Pension Scheme.
- ⌚... The Enlarged Group will employ a global workforce of more than 750,000 people. Allied Bidco remains committed to investing heavily in employee training and development and to raising standards of professionalism in the security industry.

**Commenting on the Offer, Ashley Almanza, Chief Executive Officer of G4S said:**

*"G4S has been transformed into a focused global leader in security services with market-leading solutions and a blue-chip customer base that is served by a dedicated and talented team of over 530,000 employees. The combination of G4S and Allied Universal creates the global leader in security with over 750,000 employees, industry leading capabilities and unrivalled market coverage. This unique and compelling combination will offer customers exceptional service and provides employees with an exciting future."*

**Commenting on the Offer, John Connolly, Chairman of the G4S Board said:**

*"Today, G4S is a global leader in security services. Under Ashley Almanza's leadership, the business has been fundamentally refocused and re-positioned to address long-term growth in security markets, with an unmatched market footprint, strong brand and industry-leading capabilities. The G4S Board is confident in the long-term prospects of the business and believes this offer represents an excellent opportunity to create a leading global security company, for shareholders to realise value for their investment at an attractive premium, while also ensuring the future success of G4S for employees, customers and other stakeholders. We are therefore unanimously recommending it to our shareholders."*

**Commenting on the Offer, Steve Jones, President and Chief Executive of Allied Universal said:**

*"We are delighted that our offer of 245 pence per share has been recommended by the G4S Board. Our businesses know each other well, we share a similar culture and values and I am excited about what the combination of Allied Universal and G4S can deliver."*

*G4S has an excellent service offering, an enviable global customer portfolio and it is led by a highly experienced management team. We have been impressed by the recent transformation of G4S which alongside our successful acquisition track record, underpins our confidence of ensuring a seamless integration of the two businesses. Combined, we will have over 100 years of industry experience and a more extensive global network in terms of people, customers and capabilities. Together, we will be in a stronger position to deliver enhanced value for all stakeholders and address customers' evolving security needs in an increasingly volatile and fast-changing world."*

**General**

- ⌚... If, after the date of this Announcement, any dividend and/or other distribution and/or other return of capital is announced, declared, made, payable or paid in respect of the G4S Shares, Allied Bidco reserves the right to reduce the cash consideration under the terms of the Offer at such date by an amount up to the amount of such dividend and/or distribution and/or return of capital. If Allied Bidco exercises this right or makes such a reduction in respect of a dividend or other distribution, G4S Shareholders will be entitled to receive and retain that dividend or other

distribution. Any exercise by Allied Bidco of its rights referred to in this paragraph shall be the subject of an announcement and, for the avoidance of doubt, shall not constitute a revision or variation of the terms of the Offer.

- ⌚... The Offer will be subject to the satisfaction (or waiver, if permitted) of the Conditions set out in Appendix 1, to the certain further terms set out in Appendix 1, and to the full terms and conditions which will be set out in the Offer Document. The Conditions include the receipt of various approvals as further described in Part A of Appendix 1 to this Announcement.

**The full terms of the Offer will be set out in the Offer Document and the Form of Acceptance. Relevant documentation is expected to be sent (or made available on the Allied Universal website) to Eligible G4S Shareholders and, for information purposes, to persons with information rights and to participants in the G4S Share Schemes in due course. In deciding whether or not to accept the Offer in respect of their G4S Shares, G4S Shareholders should consider the information contained in, and the procedures described in, such documentation. This summary should be read in conjunction with, and is subject to, the full text of this Announcement (including the Appendices). The Offer will be subject to the Conditions and certain further terms set out in Appendix 1 and to the full terms and conditions which will be set out in the Offer Document and the Form of Acceptance. Appendix 2 contains sources and bases of certain information contained in this summary and this Announcement. Appendix 3 contains details of the irrevocable undertakings received by Allied Bidco. Appendix 4 contains the definitions and certain terms used in this Announcement.**

**Copies of this Announcement will be made available on Allied Universal's website (<https://www.securityservicesthereforyou.com/>) and on G4S's website (<https://www.g4s.com/investors/offer-and-possible-offer>).**

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Cleary Gottlieb Steen & Hamilton LLP, Freshfields Bruckhaus Deringer LLP and Kirkland & Ellis LLP are retained as legal advisers to Allied Universal and Allied Bidco.

Linklaters LLP is retained as legal adviser to G4S.

**Important notices relating to financial advisers**

*Morgan Stanley & Co. International plc ("**Morgan Stanley**") which is authorised by the Prudential Regulation Authority ("**PRA**") and regulated by the Financial Conduct Authority ("**FCA**") and the PRA in the UK is acting exclusively as financial adviser to Allied Universal and Allied Bidco and no one else in connection with the matters set out in this Announcement. In connection with such matters, Morgan Stanley, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the contents of this Announcement or any other matter referred to herein.*

*Credit Suisse International ("**Credit Suisse**"), which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting as financial adviser exclusively for Allied Universal and Allied Bidco and no one else in connection with the matters set out in this Announcement and will not be responsible to any person other than Allied Universal and Allied Bidco for providing the protections afforded to clients of Credit Suisse, nor for providing advice in relation to the content of this Announcement or any matter referred to herein. Neither Credit Suisse nor any of its subsidiaries, branches or affiliates 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 who is not a client of Credit Suisse in connection with this Announcement, any statement contained herein or otherwise.*

*Moelis & Company LLC ("**Moelis & Company**") is acting exclusively as financial adviser to Allied Universal and Allied Bidco and no one else in connection with the matters set out in this Announcement. In connection with such matters, Moelis, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the contents of this Announcement or any other matter referred to herein.*

*Citigroup Global Markets Limited ("**Citi**"), which is authorised by the PRA and regulated in the UK by the FCA and the PRA, is acting as joint lead financial adviser for the Company and for no one else in connection with the matters set out in this Announcement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Citi nor for providing advice in connection with the matters set out in this Announcement. Neither Citi nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of Citi in connection with the matters set out in this Announcement or any other matter or arrangement referred to herein.*

*J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove) ("**J.P. Morgan Cazenove**") which is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the PRA and the FCA, is acting as joint lead financial adviser exclusively for the Company and no one else in connection with the matters set out in this Announcement and will not regard any other person as its client in relation to the matters set out in this Announcement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to the matters set out in this Announcement or any other matter or arrangement referred to herein.*

*Goldman Sachs International ("**Goldman Sachs**"), which is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the PRA and the FCA, is acting exclusively for the Company as financial adviser and no one else in connection with the matters set out in this Announcement. Goldman Sachs will not be responsible to anyone other than the Company for providing the protections afforded to clients of Goldman Sachs or for providing advice in connection with the matters set out in this Announcement or any other matter referred to in this document.*

*Lazard & Co., Limited ("**Lazard**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser to the Company and no one else in connection with the*

matters set out in this Announcement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Lazard nor for providing advice in relation to the matters set out in this Announcement. Neither Lazard nor any of its affiliates 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 who is not a client of Lazard in connection with the matters set out in this Announcement, any statement contained herein or otherwise.

In accordance with the City Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, Morgan Stanley and its affiliates and Credit Suisse and its affiliates will continue to act as connected exempt principal trader in G4S Shares on the London Stock Exchange. These purchases and activities by connected exempt principal traders which are required to be made public in the United Kingdom pursuant to the City Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.

### **Further information**

This Announcement is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise nor shall there be any sale, issuance or transfer of securities of G4S pursuant to the Offer in any jurisdiction in contravention of applicable laws. The Offer will be implemented solely pursuant to the terms of the Offer Document and the accompanying Form of Acceptance which will, together, contain the full terms and conditions of the Offer, including details of how to accept the Offer. Any decision in respect of, or other response to, the Offer should be made only on the basis of the information contained in the Offer Document and the Form of Acceptance.

G4S Shareholders are advised to read the Offer Document and the Form of Acceptance carefully when they become available because they will 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 Offer Document and the Form of Acceptance.

### **Information relating to G4S Shareholders**

Please be aware that addresses, electronic addresses and certain other information provided by G4S Shareholders, persons with information rights and other relevant persons for the receipt of communications from G4S may be provided to Allied Bidco during the Offer Period as required under Section 4 of Appendix 4 of the City Code to comply with Rule 2.11.

### **Overseas jurisdictions**

The release, publication or distribution of this Announcement in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe any applicable requirements. In particular, the ability of persons who are not resident in the United Kingdom to accept the Offer or to execute and deliver the Form of Acceptance may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

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 of jurisdictions outside the United Kingdom.

Unless otherwise determined by Allied Bidco or required by the City Code, and permitted by applicable law and regulation, the Offer will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws in that jurisdiction and no person may accept the Offer by any use, means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws

of that jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities. Accordingly, copies of this Announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction.

The availability of the Offer to G4S Shareholders who are not resident in and citizens of the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions.

Further details in relation to G4S Shareholders in overseas jurisdictions will be contained in the Offer Document.

**Additional information for US G4S Shareholders and G4S ADR Holders**

The Offer will be made to G4S Shareholders resident in the United States in reliance on, and compliance with, Section 14(e) of the US Exchange Act, and Regulation 14E thereunder, as a "Tier II" tender offer (as set forth in Rule 14d-1(d) under the US Exchange Act) and otherwise in accordance with the requirements of the City Code. The Offer will be made in the United States by Allied Bidco and no one else.

The Offer relates to the shares of a UK incorporated company and is subject to UK disclosure and other procedural requirements, which are different from certain United States disclosure and procedural requirements.

Furthermore, the payment and settlement procedure with respect to the Offer will comply with the relevant UK rules, which differ from US payment and settlement procedures, particularly with regard to the date of payment of consideration.

The Offer will be made in compliance with all applicable laws and regulations, including, to the extent applicable, Section 14(e) of the US Exchange Act and Regulation 14E thereunder as a "Tier II" tender offer (as set forth in Rule 14d-1(d) under the US Exchange Act) and otherwise in accordance with the requirements of the City Code. In accordance with normal UK practice and consistent with Rule 14e-5(b) under the US Exchange Act, Allied Bidco, certain affiliated companies and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in G4S other than pursuant to the Offer, during the period in which the Offer would remain open for acceptance (or, if the Offer is implemented by way of a Scheme, until the date on which the Scheme becomes effective, lapses or is otherwise withdrawn). If such purchases or arrangements to purchase were to be made they would be made outside the United States either in the open market at prevailing prices or in private transactions at negotiated prices and would comply with applicable law, including, to the extent applicable, the US Exchange Act. Any information about such purchases will be disclosed as required in the UK, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).

Certain financial information included in this Announcement and the Offer Document has been or will be prepared in accordance with accounting standards applicable in the UK, and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The receipt of consideration by a US G4S Shareholder or a G4S ADR Holder for the transfer of its G4S Shares or its G4S ADRs, as applicable, pursuant to the Offer may be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as non-US and other, tax laws. Each G4S Shareholder and G4S ADR Holder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Offer, and acceptance of the Offer, applicable to them, including under applicable United States federal, state and local, as well as non-US and other, tax laws.

It may be difficult for US G4S Shareholders or G4S ADR Holders to exercise their rights and claims arising out of the US federal securities laws, since G4S is organised under the laws of England and Wales, and some or all of its officers and directors are residents of countries other than the United States. It may not be possible to sue a non-US company or its directors, officers or affiliates, in a non-US court for violations of US securities laws. It may be difficult to compel a non-US company or its directors, officers and affiliates to subject themselves to the jurisdiction and judgment of a US court. Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved the Offer, or passed upon the fairness of the Offer or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offence in the United States.

### **Cautionary note regarding forward looking statements**

This Announcement (including information incorporated by reference in the Announcement), oral statements made regarding the Offer, and other information published by Allied Universal or Allied Bidco contains certain forward looking statements with respect to the financial condition, results of operations and businesses of Allied Universal and G4S and their respective groups, and certain plans and objectives of Allied Universal with respect to the Enlarged Group. All statements other than statements of historical fact are, or may be deemed to be, forward looking statements. Forward looking statements are statements of future expectations which are prospective in nature and are not based on historical facts, but rather on management's current expectations, projections and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward looking statements include, among other things, statements concerning the potential exposure of Allied Universal, the Allied Universal Group, G4S and/or the G4S Group to market risks and statements expressing management's expectations, beliefs, estimates, forecasts, projections and assumptions, including as to future potential cost savings, synergies, earnings, cash flow, return on average capital employed, production, divestitures and prospects. Often, but not always, these forward looking statements are identified by their use of terms and phrases such as "anticipate" or "does not anticipate", "believe", "estimate", "forecast", "expect" or "does not expect", "is expected", "is subject to", "goals", "intend", "objectives", "outlook", "plan", "budget", "scheduled", "probably", "project", "risks", "seek", "target" or variations of such words and phrases and statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved.

There are a number of factors that could affect the future operations of Allied Universal, the Allied Universal Group, G4S and/or the G4S Group and that could cause results and developments to differ materially from those expressed or implied in the forward looking statements included in this Announcement, including (without limitation): (a) changes in demand for Allied Universal's and/or G4S's products; (b) currency fluctuations; (c) loss of market share and industry competition; (d) risks associated with the identification of suitable properties, acquirors and targets, and successful negotiation and completion of such transactions; (e) changes in macroeconomic or trading conditions; (f) the impact of COVID-19; and (g) changes in government and regulation including in relation to health and safety. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward looking statements. Such forward looking statements should therefore be construed in the light of such factors.

All forward looking statements contained in this Announcement are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Although Allied Universal and Allied Bidco believe that the expectations reflected in such forward looking statements are reasonable, Allied Universal, Allied Bidco and their respective associates, directors, officers and advisers provide no representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this Announcement will actually occur. Readers should not place undue reliance on forward looking statements.

Each forward looking statement speaks only as of the date of this Announcement. None of Allied Universal, Allied Bidco or the Allied Universal Group undertakes any obligation, and expressly disclaims any intention or obligation, to publicly update or revise any forward looking statement as a result of new information, future events or otherwise, except to the extent legally required (including under the UK Listing Rules and the Disclosure and Transparency Rules of the FCA). In light of these

risks, results could differ materially from those stated, implied or inferred from the forward looking statements contained in this Announcement.

### **Rounding**

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables or forms may vary slightly and figures shown as totals in certain tables or forms may not be an arithmetic aggregation of the figures that precede them.

### **No forecasts or estimates**

No statement in this Announcement is intended as a profit forecast, profit estimate or quantified financial benefits statement for any period and no statement in this Announcement should be interpreted to mean that cash flow from operations, free cash flow, earnings or earnings per share for Allied Universal, Allied Bidco, G4S or the Enlarged Group, as appropriate, for the current or future financial years would necessarily match or exceed the respective historical published cash flow from operations, free cash flow, earnings or earnings per share for Allied Universal, Allied Bidco or G4S as appropriate or to mean that the Enlarged Group's earnings in the first 12 months following the Offer, or in any subsequent period, would necessarily match or be greater than those of Allied Bidco or G4S for the relevant preceding financial period or any other period.

### **Disclosure requirements of the City Code**

Under Rule 8.3(a) of the City Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m., (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m., (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a dealing disclosure.

Under Rule 8.3(b) of the City Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a dealing disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A dealing disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A dealing disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m., (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and dealing disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the City Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and dealing disclosures must be made can be found in the Disclosure Table on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a dealing disclosure.



For the purpose of this section (Disclosure requirements of the City Code) and the following section (Publication on website and availability of hard copies) of this Announcement, "Business Day" means a day on which the London Stock Exchange is open for the transaction of business.

**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 Allied Universal's website (<https://www.securityservicesthereforyou.com/>) and on G4S's website (<https://www.g4s.com/investors/offer-and-possible-offer>) by no later than 12 noon (London time) on the Business Day following the date of this Announcement. For the avoidance of doubt, the contents of the websites referred to in this Announcement are not incorporated into and do not form part of this Announcement.

G4S Shareholders may request a hard copy of this Announcement by contacting Teneo on + 44 7703 330 269 or + 44 7825 735 596. If you have received this Announcement in electronic form, copies of this Announcement and any document or information incorporated by reference into this Announcement will not be provided unless such a request is made.

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.

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**RECOMMENDED CASH OFFER**

for

**G4S PLC**

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**ATLAS UK BIDCO LIMITED**

**a newly incorporated entity that is indirectly controlled by Allied Universal**

**1. INTRODUCTION**

The boards of directors managing Allied Universal Topco LLC ("**Allied Universal**") and of G4S plc ("**G4S**" or the "**Company**") are pleased to announce that they have reached agreement on the terms of a recommended cash offer, to be made by Atlas UK Bidco Limited ("**Allied Bidco**"), a newly incorporated entity that is indirectly controlled by Allied Universal, to acquire the entire issued and to be issued share capital of G4S (the "**Offer**").

**2. THE OFFER**

Under the terms of the Offer, which will be subject to the satisfaction (or waiver, if permitted) of the Conditions set out in Appendix 1, to the certain further terms set out in Appendix 1 and to the full terms and conditions which will be set out in the Offer Document, G4S Shareholders will be entitled to receive:

**245 pence in cash**

**for each G4S Share**

The Offer values the entire issued and to be issued ordinary share capital of G4S at approximately Â£3.8 billion and represents a premium of:

- approximately 68 per cent. to the Closing Price of 146 pence per G4S Share on 11 September 2020 (being the last Business Day before commencement of the Offer Period);
- approximately 91 per cent. to the three-month volume weighted average closing price of 128 pence per G4S Share on 11 September 2020;
- approximately 11 per cent. to the highest Closing Price of 222 pence per G4S Share for the 52-week period ending 11 September 2020; and
- approximately 4 per cent. to the GardaWorld Offer of 235 pence per G4S Share

The Offer is expected to close in the first quarter of 2021, subject to satisfaction or (where applicable) waiver of the Conditions and certain further terms set out in Appendix 1 of this Announcement.

If, after the date of this Announcement, any dividend and/or other distribution and/or other return of capital is announced, declared, made, payable or paid in respect of the G4S Shares, Allied Bidco reserves the right to reduce the cash consideration under the terms of the Offer at such date by an amount up to the amount of such dividend and/or distribution and/or return of capital. If Allied Bidco exercises this right or makes such a reduction in respect of a dividend or other distribution, G4S Shareholders will be entitled to receive and retain that dividend or other distribution. Any exercise by Allied Bidco of its rights referred to in this paragraph 2 shall be the subject of an announcement and, for the avoidance of doubt, shall not constitute a revision or variation of the terms of the Offer.

### **3. RECOMMENDATION**

The G4S Directors, who have been so advised by Citi, J.P. Morgan Cazenove, Goldman Sachs and Lazard as to the financial terms of the Offer, consider the terms of the Offer to be fair and reasonable. In providing their financial advice to the G4S Directors, each of Citi, J.P. Morgan Cazenove, Goldman Sachs and Lazard have taken into account the Board's commercial assessments. Citi and Lazard are providing independent financial advice to the Board for the purposes of Rule 3 of the City Code.

Accordingly, the G4S Directors intend unanimously to recommend that G4S Shareholders accept the Offer as they have irrevocably undertaken to do in respect of their own G4S Shares (representing approximately 0.21 per cent. of the issued ordinary share capital of G4S as of the close of business on 4 December 2020, being the latest practicable date before the date of this Announcement).

### **4. BACKGROUND TO AND REASONS FOR THE RECOMMENDATION**

Through significant portfolio action over recent years, G4S is today a focused global company with an unmatched footprint, delivering resilient operating and financial performance. The G4S Board and management have fundamentally repositioned G4S as an industry-leading global security company, operating from a position of strength in growing secure solutions markets, with an unmatched geographic presence, a strong global brand, market-leading operating capabilities and leading health and safety performance. Management has also resolved and settled a range of large complex legacy issues and onerous contract exposures, whilst implementing enhanced risk management controls and systems.

The G4S Board believes that G4S has a bright future as an independent company, as detailed in the circulars published by G4S on 29 October 2020, 25 November 2020 and on or around the date of this Announcement in response to the GardaWorld unsolicited Offer, and further demonstrated in G4S's results, achieving year-on-year growth in earnings during the first nine months of 2020 while continuing to retain and win new contracts with an annual value of Â£2.5 billion.

However, following receipt of a conditional proposal from Allied Bidco at a price of "at least" 210 pence per share, the G4S Directors have engaged with Allied Bidco with the objective of establishing whether a superior proposal might be forthcoming which was capable of being recommended by the Board of G4S.

This engagement led to two further proposals being put forward by Allied Bidco, including on 2 December 2020 a proposal of 245 pence per share in cash which the Board of G4S, having taken appropriate financial and legal advice, determined it was willing to recommend. This has resulted in the Announcement today of the Offer by Allied Universal.

In assessing the terms of the Offer, the G4S Directors considered the all-cash nature of the consideration, which would provide G4S Shareholders with the opportunity to receive an immediate and certain value in cash.

In addition, the G4S Directors note the terms of the Offer represents a premium of:

- approximately 68 per cent. to the Closing Price of 146 pence per G4S Share on 11 September 2020 (being the last Business Day before commencement of the Offer Period);
- approximately 91 per cent. to the three-month volume weighted average closing price of 128 pence per G4S Share on 11 September 2020;
- approximately 11 per cent. to the highest Closing Price of 222 pence per G4S Share for the 52-week period ending 11 September 2020; and
- approximately 4 per cent. to the GardaWorld Offer of 235 pence per G4S Share.

The G4S Directors have considered the interests of its shareholders, employees, customers and wider stakeholders in reaching its decision. In common with G4S, Allied Universal has a long history in its home market, strong corporate values and a central focus on serving customers. G4S is also aware of Allied Universal's track record of successfully integrating businesses and it therefore believes there is a strong strategic and cultural fit with G4S for its customers, employees and wider stakeholders. The G4S Board also notes the importance that Allied Bidco places on the skills and experience of G4S employees and their intention to fully safeguard the existing contractual and statutory employment rights of the employees and management of G4S, including regarding pensions, in accordance with applicable law.

## **5. BACKGROUND TO AND REASONS FOR THE OFFER**

Allied Bidco believes that G4S offers an exciting opportunity to acquire a well-established integrated security services company with a global brand and an impressive international client base spanning the public and private sectors. There is clear and strong strategic rationale for the Offer.

The combination of Allied Universal and G4S will create an integrated security business with a strong international platform. The combined business is expected to generate annual revenues of approximately US\$18 billion and operate in around 85 countries. Through its strong customer relationships, scale and quality of service, Allied Bidco believes that the Enlarged Group will be ideally positioned to address customers' evolving security needs in an increasingly volatile and fast-changing world.

Allied Universal has acquired 70 businesses over the last nine years, growing its revenue base from US\$12 million in 1996 to more than US\$8 billion today. Allied Universal's management has a long track record of successful business integration, organic growth and leading transformation programmes in response to an ever-changing operating landscape. Allied Bidco believes that the Enlarged Group will continue G4S's momentum in transforming its business and be well-equipped to ensure that the two businesses are integrated seamlessly.

Combining Allied Universal's and G4S's cutting-edge smart technology solutions and substantial manned guarding businesses will create a global one-stop shop for customers and a business that is ideally positioned to lead the industry shift towards integrated security services. Allied Bidco also believes that Allied Universal's decades of experience in risk advisory and consulting, investigations, executive protection and emergency response will complement G4S's corporate risk services to provide end-to-end security solutions.

Creating a combined global workforce of more than 750,000 people with a strong overlap in culture and values, Allied Bidco is committed to investing heavily in employee training and development and to continuing to raise the standards of professionalism within the security industry.

In order to maximise its future potential, Allied Bidco believes that G4S will be better suited to a private company environment. This would release G4S from the costs associated with being a listed company. Further, with appropriate support, capital and assistance from Allied Bidco, G4S would be able to concentrate on addressing the ongoing industry shift towards electronic and technology-based services.

Allied Bidco believes that the combination of Allied Universal and G4S - two well-established businesses with over 100 years of combined industry experience - will create a diversified global business capable of delivering enhanced value for employees, pensioners, customers and other stakeholders.

## **6. GARDAWORLD OFFER**

On 30 September 2020, Garda World Security Corporation ("**GardaWorld**") announced, through its wholly-owned subsidiary Fleming Capital Securities, Inc ("**Fleming**"), an unsolicited offer for G4S at 190 pence per G4S Share (the "**GardaWorld Offer**"). On 30 November 2020, Fleming extended the GardaWorld Offer to 1.00 p.m. (London time) on Wednesday 16 December 2020. On 2 December 2020, Fleming revised the GardaWorld Offer to 235 pence per G4S Share and, subject to certain reservations, was expressed to be final and would not be increased. GardaWorld also announced that as at 1 December 2020 Fleming held or had received valid acceptances of the GardaWorld Offer in respect of a total of 26,842,623 G4S Shares, representing approximately 1.73 per cent. of G4S's issued share capital.

**G4S Shareholders who have accepted the GardaWorld Offer are entitled to withdraw their acceptance pursuant to paragraph 5 of Section C of Part 2 of the GardaWorld offer document dated 17 October 2020, as amended by GardaWorld's increased and final offer document dated 2 December 2020.**

Allied Bidco is pleased to announce its intention to make this Offer and to provide G4S Shareholders with the opportunity to consider a higher recommended alternative to the GardaWorld Offer.

## **7. IRREVOCABLE UNDERTAKINGS**

Allied Bidco has received irrevocable undertakings from the G4S Directors to accept the Offer, and if the Offer is subsequently structured as a Scheme, to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the general meeting, in respect of 3,333,861 G4S Shares, representing approximately 0.21 per cent. of the existing issued ordinary share capital of G4S as of the close of business on 4 December 2020, being the latest practicable date before the date of this Announcement.

These undertakings will cease to be binding only if the Offer lapses or is withdrawn and remain binding in the event that a higher competing offer for G4S is made.

A list of G4S Directors who provided such irrevocable undertakings is set out in Appendix 3 of this Announcement.

## **8. INFORMATION ON ALLIED UNIVERSAL AND ALLIED BIDCO**

Allied Universal is North America's leading security and facility services provider. With over 250,000 employees and offices located throughout the United States as well as internationally (Canada, Mexico and the United Kingdom), Allied Universal is responsible for protecting more than 50,000 client sites covering multiple specialty sectors such as higher education, healthcare, retail, commercial real estate, government and corporate campuses. Allied Universal's services span manned guarding, innovative technology systems, risk and consulting, janitorial and staffing services, integration services and digital solutions and remote monitoring. A combination of successful organic and acquisition led growth has helped to increase annual revenues to over US\$8 billion in 2020. Allied Universal Topco LLC is the name of the legal entity that is the ultimate parent company of the Allied Universal Group, which operates under the business name Allied Universal Security Services.

Allied Universal is owned by funds controlled by Warburg Pincus LLC ("**Warburg Pincus**"), who indirectly hold a 43 per cent. interest, and a fund managed by a wholly-owned subsidiary of Caisse de d'pt et placement du Qubec ("**CDPQ**"), which indirectly owns a 35.3 per cent. interest, and certain other investors, including an affiliate of the J. Safra Group.

Allied Bidco is a newly incorporated entity formed for the purposes of implementing the Offer. Allied Bidco is indirectly wholly-owned by Allied Universal Holdco, an entity which is managed and controlled by an indirect wholly-owned subsidiary of Allied Universal.

## **9. INFORMATION ON WARBURG PINCUS AND CDPQ**

Warburg Pincus LLC is a leading global private equity firm focused on growth investing. The firm has more than US\$56 billion in private equity assets under management. Warburg Pincus' active portfolio of more than 190 companies is highly diversified by stage, sector, and geography. Warburg Pincus is an experienced partner to management teams seeking to build durable companies with sustainable value. Founded in 1966, Warburg Pincus has raised 19 private equity funds, which have invested more than US\$86 billion in over 910 companies in more than 40 countries.

Warburg Pincus is not an offeror (or joint offeror with Allied Universal or Allied Bidco) for the purposes of the City Code.

CDPQ is one of the largest institutional fund managers in Canada. CDPQ is a legal person, without share capital or shareholders and was initially established in 1965 to manage the funds of the Québec Pension Plan, a public pension plan created by the Government of the Province of Québec. Today, CDPQ is a long-term institutional investor that manages the funds received from dozens of depositors, primarily comprised of public and para-public pension and insurance plans in the province of Québec, Canada. At 31 December 2019, CDPQ's assets exceeded CAD 340 billion.

CDPQ is not an offeror (or joint offeror with Allied Universal or Allied Bidco) for the purposes of the City Code.

## 10. INFORMATION ON G4S

G4S is a leading global security company, specialising in the provision of security services and solutions to customers around the world. G4S's roots can be traced back over 100 years to 1901, when the guarding company Kjöbenhavn Frederiksberg Nattevagt was set up in Denmark. Since then, G4S Group has expanded both organically and through acquisitions, culminating in the merger of Securicor and Group 4 Falck to create G4S in 2004. G4S's mission is to create material, sustainable value for its customers and shareholders by being the security provider of choice in all its markets.

G4S is active in around 85 countries and has around 533,000 employees. During its financial year ended 31 December 2019, G4S's current underlying operations generated approximately Å£7 billion of turnover and EBITDA of approximately Å£600 million.

G4S is quoted on the London Stock Exchange and has a secondary stock exchange listing in Copenhagen. It is a member of the FTSE 250 index.

## 11. INTENTIONS WITH REGARD TO G4S'S BUSINESS, EMPLOYEES AND THE G4S PENSION SCHEME

Allied Bidco believes G4S represents an exciting opportunity to invest in a well-established integrated security services company with a global brand and a strong international client base spanning the public and private sectors. Following completion of the Offer, Allied Bidco expects the Enlarged Group will be able to grow its business in the US market, where G4S already has a presence, and to expand its operations in Europe and the emerging markets.

Prior to this Announcement, Allied Bidco has been granted limited access to certain G4S information for the purposes of conducting limited high level confirmatory due diligence. However, because of applicable regulatory controls, the restrictions on physical meetings caused by COVID-19 and the constraints of a competitive public offer process, Allied Bidco has not had access to sufficient information to enable it to formulate detailed plans and therefore has not been able to fully assess the impact of the Offer on the G4S Group or the Allied Universal Group and their respective businesses or employees.

Following completion of the Offer, Allied Bidco therefore intends to work with G4S's management to complete a full evaluation ("**Post-Completion Review**") of the G4S Group and its strategy, operations and organisational structure, which will consider both the short and long-term objectives of the business as part of the Enlarged Group. The evaluation will focus on all aspects of the Enlarged Group's business and the opportunities available to it, including:

- a review of the existing and future potential strategy of G4S's businesses, their markets, customers, product offerings, potential liability risks and specific contracts;
- the attractiveness and growth potential of each geography, and G4S's respective competitive positioning;
- the strategic fit of each business within Allied Universal's current operations and expertise and environmental, social and corporate governance framework;
- further assessing the synergies between each of the G4S businesses (or parts thereof) with the rest of the Enlarged Group; and
- determining how best to position the business to continue to be a leader in the security industry.

G4S has undertaken significant re-shaping of its business portfolio in recent years. Allied Bidco is supportive of management's current strategy to position G4S as a leading global security company and intends to work with G4S's management to identify and evaluate potential acquisition opportunities that align with the Enlarged Group's objectives and strategy as well as potential disposal opportunities in relation to those parts of the G4S business or geographies that are not considered to be core to such objectives and strategy or that do not represent attractive long-term market opportunities aligned with the Enlarged Group's strategy.

In particular, Allied Bidco intends to evaluate the possibility of divesting all or a significant part of the Care & Justice Services business and, subject to the outcome of that evaluation and identification of a suitable purchaser, take steps to effect such disposal. In addition, Allied Bidco may evaluate exiting certain geographies which are not considered to be core to the Enlarged Group's strategy (for example, Iraq, Afghanistan, Sudan and Uganda). Any such disposals would involve changes to G4S's business activities, places of business and fixed assets base. If any divestments are made, this may result in a reduction in the number of employees employed within the Enlarged Group due to employees transferring out of the Enlarged Group and/or as a result of any limited associated headcount reductions in areas that support that divested business or jurisdiction.

Based on the limited work it has been able to conduct so far, Allied Bidco expects the Offer to generate synergies for the Enlarged Group, which will be predominantly realised in North America. Synergies are expected to arise in, among others, the following areas: general and administrative expenses (particularly in functional support areas such as those currently supporting G4S's status as a public listed company); duplicative service contracts; insurance; and facilities expenses.

Based on the geographical footprint of the G4S Group and the Allied Universal Group, there will not be a significant number of overlapping functions outside of North America. Allied Bidco therefore expects that any reduction in headcount will predominantly occur in North America. However, there may be headcount reductions outside of North America as a result of actions described elsewhere in this paragraph 11. In particular, once G4S ceases to be a listed company, certain functions related to G4S's status as a listed company will no longer be required. Allied Bidco has not yet been able to form a view as to the extent of any such headcount reductions or to develop proposals as to how they will be implemented.

Allied Bidco and G4S each recognise that in order to achieve the expected benefits of the Offer and optimise the structure going forwards, it may be desirable to implement certain restructurings or reorganisations of the Enlarged Group entities. Allied Bidco, G4S and their respective subsidiaries intend to work together to consider and implement any such agreed steps at the appropriate time. The detailed steps for such restructurings or reorganisations are not yet known and finalisation of any such steps would be subject to appropriate engagement with relevant stakeholders.

It should be noted that the current COVID-19 pandemic, and associated economic conditions, may impact G4S's and/or Allied Bidco's view on near-term operational execution and decision-making, and therefore G4S and/or Allied Bidco may need to take appropriate actions to respond to the impact of the pandemic.

### **Headquarters**

Allied Universal is committed to the UK market, having doubled its activities in the UK in the last two years and regards the UK as central to the Enlarged Group's future strategy and operations and as a key growth region going forwards.

Accordingly, Allied Universal intends to maintain a United Kingdom headquarters in London which will also serve as the Enlarged Group's headquarters for all international operations outside of North America. Allied Bidco has not been able to form a view yet as to whether G4S's current headquarters in London would be used as the site of the new international headquarters for the Enlarged Group. Allied Bidco also intends to maintain a UK-based management team who will oversee all such international operations, the leader of which will be a member of the Enlarged Group's senior executive team and in the initial period following completion of the Offer, it is intended that such leader will be Ashley Almanza as further described below.

Allied Universal Group's current headquarters in Santa Ana, California, will serve as the Enlarged Group's headquarters for its operations in North America.

### **Employees and management**

Allied Bidco attaches great importance to the skills and experience of the employees of the G4S Group. Allied Bidco also recognises the role that G4S plays as a major United Kingdom employer and expects existing G4S Group personnel to play an important role in driving the future success of the combined business going forwards. Allied Universal's growth-oriented entrepreneurial approach means that the Enlarged Group will have additional opportunities to grow its operational employee base as additional contracts are won in the future.

Allied Bidco confirms that following completion of the Offer, the existing contractual and statutory employment rights, including in relation to pensions, of all G4S employees and management will be fully safeguarded in accordance with applicable law. Allied Bidco has confirmed that it will not make any changes to the G4S employees' base salary for a period of 12 months following completion of the Offer, that annual variable pay opportunities will be maintained until 31 December 2021 and that where changes are made to benefit arrangements before that date as part of integration, replacement arrangements will be substantially equivalent to existing arrangements. Further, Allied Bidco does not intend to make any material changes to the terms of employment (other than any short-term, temporary changes that may be required in response to the impact of the COVID-19 pandemic and associated economic conditions).

Given the limited work it has undertaken to date and the fact that it has not yet begun to carry out the Post-Completion Review, save as disclosed elsewhere in this paragraph 11, Allied Bidco cannot be certain what overall impact there will be on the employment of, and the balance of skills and functions of, the management and employees of the G4S Group. The finalisation and implementation of any workforce reductions arising from any of the potential actions detailed in this paragraph 11 will be subject to detailed and comprehensive planning as part of the Post-Completion Review, and would be subject to appropriate engagement with relevant stakeholders, including affected employees and any appropriate employee representative bodies in accordance with the legal obligations of the Enlarged Group. Further, each party will use reasonable endeavours to ensure that the best people are selected for roles in the Enlarged Group. Allied Bidco has agreed that where any integration or restructuring process results in potential headcount reductions, G4S employees will be given fair and equal consideration for roles in the Enlarged Group. Allied Bidco has also agreed that G4S's existing redundancy and severance commitments will be honoured in respect of any G4S employee whose employment terminates due to any integration or restructuring which is a consequence of completion of the Offer.

Ashley Almanza, Chief Executive Officer of G4S, and Tim Weller, Chief Financial Officer of G4S, will both step down from their respective roles on completion of the Offer and will be paid in lieu of notice in accordance with the terms of their existing employment contracts. In order to ensure business continuity and aid the integration process, Mr. Almanza and Mr. Weller have each agreed that after stepping down from their current positions they will take up transitional roles within the Enlarged Group. Mr. Almanza will serve as Executive Chair of the International Business of the Enlarged Group for a period of 12 months and Mr. Weller will serve as CFO of the International Business of the Enlarged Group for a period of six months (which may be extended by a further three months by mutual agreement). Mr. Almanza will join the board of directors managing Allied Universal immediately following completion of the Offer. Mr. Almanza and Mr. Weller will be remunerated on the same basis as they are currently, but will not be entitled to participate in any long term incentive plans or to payment in lieu of notice on expiry of their transitional roles. In addition, in conjunction with these roles, Allied Bidco intends to put retention arrangements in place for each of Mr. Almanza and Mr. Weller that would, subject to certain leaver terms, only be payable if they remain in their respective roles at the conclusion of the periods specified below (the "**Executive Retention Arrangements**"). Under the Executive Retention Arrangement for Mr. Almanza, he will receive a total payment of Â£2 million, half of which will be paid after six months with the balance being paid after 12 months. Under the Executive Retention Arrangement for Mr. Weller, he will receive Â£600,000 after six months and, if the term is extended, a further Â£300,000 on the expiry of the three-month extension period.

As required by, and solely for the purposes of, Rule 16.2 of the City Code, Citi and Lazard have each (in their capacity as independent adviser to the G4S Directors for the purposes of Rule 3 of the City Code) reviewed the terms of the Executive Retention Arrangements and confirmed that, in their opinion, the Executive Retention Arrangements set out above are fair and reasonable as far as the G4S Shareholders are concerned. In providing this advice to the G4S Directors, each of Citi and Lazard has taken into account the commercial assessments of the G4S Directors.

Allied Bidco has acknowledged that G4S may wish to put in place cash retention arrangements for certain key employees (excluding the executive directors of G4S). While no firm plans are yet in place

in respect of such retention awards, G4S has indicated that it would, so far as permitted by law, consult with Allied Bidco on the proposed retention arrangements. Any payments would be conditional upon recipients giving appropriate waivers and post termination restrictions. It is not expected that the aggregate cost would exceed US\$15 million.

Save as set out above, Allied Bidco has not entered into, and has not had any discussions on proposals to enter into, any form of incentivisation arrangements with members of G4S's management. Following completion of the Offer, Allied Universal intends to review the management, governance and incentive structure of G4S and may put in place incentive arrangements for certain members of the G4S's management team. Consistent with the Allied Universal Group's practice on prior acquisitions, Allied Bidco may put in place appropriate retention and severance programmes for key members of the wider workforce.

It is expected that each of the non-executive Directors of G4S will resign as G4S Directors upon completion of the Offer.

### **Pensions**

Allied Bidco recognises the importance of fulfilling the G4S Group's pension obligations and ensuring that its pension schemes are appropriately funded in accordance with statutory requirements.

The most significant pension scheme operated by the G4S Group is its UK defined benefit pension scheme (the "**G4S UK Pension Scheme**"). The G4S UK Pension Scheme will remain closed to admission of new members and to future accrual (save for certain sub-sections remaining open to provide a facility to accept former public-sector employees who join G4S through outsourcings, and for some members still employed by G4S who have their benefits linked to their final salary on leaving service).

Allied Universal and Allied Bidco have held amicable and constructive discussions with the G4S UK Pension Trustee and have entered into a memorandum of understanding dated 8 December 2020 (the "**Memorandum of Understanding**") setting out the parties' intentions with respect to the future funding of the G4S UK Pension Scheme.

Under the Memorandum of Understanding, in addition to certain support measures, Allied Universal will pay cash contributions to the G4S UK Pension Scheme based on a funding shortfall of approximately Â£535 million reflecting the higher funding target agreed with the G4S UK Pension Trustee. Allied Universal and the G4S UK Pension Trustee have also agreed matters relating to the potential impact of the Offer and certain possible future disposals on the G4S UK Pension Scheme.

The G4S Group also operates pension schemes in other jurisdictions. Allied Universal and Allied Bidco do not currently plan to make any changes to the terms of such schemes.

### **Contracts and commitment to the UK**

Under its ownership, Allied Bidco intends to be a responsible steward of the G4S Group's businesses, including its public sector business. During its ownership of the relevant businesses, Allied Bidco intends to honour all of the G4S Group's existing contracts with the Government of the United Kingdom and to ensure quality and consistency of service during the transition of combining the Allied Universal and G4S businesses.

In addition, during its ownership of the relevant businesses, Allied Bidco intends to keep reporting related to the G4S Group's existing contracts with the Government of the United Kingdom within a United Kingdom-based management team, the leader of which will be a member of the Enlarged Group's senior executive team.

Further, Allied Bidco recognises the importance of compliance and the reputation of the G4S Group, and therefore intends to ensure the G4S Group maintains compliance with the Deferred Prosecution Agreement that G4S recently entered into with the Serious Fraud Office.

### **R&D and fixed asset base**

Allied Bidco recognises the importance of G4S's ability to provide high quality and technology-enabled security solutions to its customers. However, Allied Bidco has not had access to a detailed breakdown of G4S's R&D programmes and initiatives, nor does it have any visibility over the proprietary rights underlying such technology. As such, it is not possible for Allied Bidco to have formed any specific intentions in respect of R&D in any particular division.



Allied Bidco cannot yet be certain what, if any, repercussions the outcome of the Post-Completion Review will have on the redeployment of G4S's fixed assets. As mentioned above, any disposals would involve changes to G4S's fixed assets base.

### **Trading facilities**

G4S is currently listed on the London Stock Exchange and Nasdaq Copenhagen A/S. If Allied Bidco reaches the requisite acceptance thresholds referred to in paragraph 14 below, Allied Bidco intends to seek the cancellation of the trading of G4S Shares on the London Stock Exchange and Nasdaq Copenhagen A/S and de-listing of G4S from the Official List and Nasdaq Copenhagen A/S. Allied Bidco also intends to re-register G4S as a private company.

In addition, following completion of the Offer, Allied Bidco intends to terminate the existing G4S ADR and G4S VP Interests programmes in accordance with their terms.

### **Views of the G4S Board**

During the process of considering recommending the Offer to G4S Shareholders, the G4S Directors have given due consideration to the intentions, as stated above, for the business, directors, management, employees, R&D, locations and pensions schemes of G4S.

However, in light of Allied Bidco's intention to carry out the Post-Completion Review and its statement that it has not yet been able to fully assess the impact of the Offer on the G4S Group or the Allied Universal Group and their respective businesses or employees, the G4S Directors are unable to express a more detailed opinion on Allied Bidco's intentions for the business, directors, management, employees, R&D, locations and pensions schemes of G4S other than the statements set out below.

The G4S Directors welcome Allied Bidco's confirmation that the existing contractual and statutory employment rights, including in relation to pensions, of all G4S employees and management will be fully safeguarded in accordance with applicable law and that it will not make any changes to the G4S employees' base salary for a period of 12 months following completion of the Offer, that annual variable pay opportunities will be maintained until 31 December 2021 and that where changes are made to benefit arrangements before that date as part of integration, replacement arrangements will be substantially equivalent to existing arrangements. It also welcomes Allied Bidco's confirmation that it will ensure that G4S employees will be given fair and equal consideration for roles in the Enlarged Group and that if such employees' employment might be terminated as a consequence of integration or restructuring which is a consequence of the Offer, their existing redundancy and severance commitments will be honoured.

The G4S Directors welcome Allied Bidco's intention to maintain a United Kingdom headquarters in London which will also serve as the Enlarged Group's headquarters for all international operations outside of North America. The G4S Directors also welcome Allied Bidco's confirmation that, during its ownership of the relevant businesses, it intends to honour all of the G4S Group's existing contracts with the Government of the United Kingdom and to ensure quality and consistency of service during the transition of combining the Allied Universal and G4S businesses.

The G4S Directors welcome Allied Bidco's confirmation that it is supportive of management's current strategy to position G4S as a leading global security company. The G4S Directors note that Allied Bidco intends to evaluate the possibility of divesting all or a significant part of the Care & Justice Services business, and, subject to the outcome of that evaluation and identification of a suitable purchaser, take steps to effect such disposal. The G4S Directors also note Allied Bidco may evaluate exiting certain geographies which are not considered to be core to the Enlarged Group's strategy (for example, Iraq, Afghanistan, Sudan and Uganda). The G4S Directors understand any such disposals would involve changes to G4S's business activities, places of business and fixed assets base and that if any divestments are made, this may result in a reduction in the number of employees employed within the Enlarged Group due to employees transferring out of the Enlarged Group and/or as a result of any limited associated headcount reductions in areas that support that divested business or jurisdiction.

The G4S Directors note that Allied Bidco expects the Offer to generate synergies arising from, among other areas, general and administrative expenses (particularly in functional support areas such as those currently supporting G4S's status as a public listed company). The G4S Directors welcome the

confirmation from Allied Bidco that the finalisation and implementation of any workforce reductions arising from the Post-Completion Review would be subject to appropriate engagement with relevant stakeholders, including affected employees and any appropriate employee representative bodies in accordance with the legal obligations of the Enlarged Group.

## **12. SHARE SCHEMES**

Participants in the G4S Share Schemes will be contacted in due course regarding the effect of the Offer on their rights under these schemes and provided with further details concerning the proposals which will be made to them. Appropriate proposals will be set out in separate letters to be sent to participants in the share schemes in due course.

## **13. G4S ADRS AND G4S VP INTERESTS**

Allied Bidco is offering to purchase all G4S Shares, including those underlying and represented by G4S ADRs and G4S VP Interests. Details of participation by G4S ADR Holders and G4S VP Holders in the Offer will be set out in the Offer Document.

## **14. CANCELLATION OF ADMISSION OF G4S SHARES, COMPULSORY OFFER OF G4S SHARES AND RE-REGISTRATION OF G4S**

If Allied Bidco receives acceptances under the Offer in respect of, and/or otherwise acquires, both 90 per cent. or more in value of the G4S Shares to which the Offer relates and 90 per cent. or more of the voting rights carried by those shares, and assuming that all of the other Conditions of the Offer have been satisfied or waived (if capable of being waived), Allied Bidco intends to exercise its rights in accordance with sections 974 to 991 of the Act to acquire compulsorily the remaining G4S Shares on the same terms as the Offer.

Following the Offer becoming or being declared unconditional in all respects, if Allied Bidco receives acceptances under the Offer in respect of, and/or otherwise acquires 75 per cent. or more of the voting rights carried by the G4S Shares or the appropriate special resolutions are otherwise passed, and subject to any applicable requirements of the FCA, it is intended that Allied Bidco will procure that G4S makes applications to cancel the listing of G4S Shares on the Official List, to cancel trading in G4S Shares on the London Stock Exchange's main market for listed securities and to re-register G4S as a private limited company.

If, following the Offer becoming or being declared unconditional, Allied Bidco is able to commence and complete a compulsory acquisition of the remaining G4S Shares under applicable company law, Allied Bidco intends to procure that G4S requests the removal from trading of the G4S Shares from Nasdaq Copenhagen A/S, which G4S will be entitled to do. Alternatively, if Allied Bidco receives acceptances under the Offer in respect of, and/or otherwise acquires, 75 per cent. or more of the voting rights carried by the G4S Shares and share capital in G4S, Allied Bidco intends to procure the convening by G4S of a general meeting of the G4S Shareholders to pass a resolution pursuant to which, if adopted by at least 90 per cent. of the represented votes cast and 90 per cent. of the share capital represented at the general meeting, the G4S Shares are removed from trading from Nasdaq Copenhagen A/S, which Nasdaq Copenhagen A/S will accommodate (subject to certain further conditions being satisfied).

Following the completion of the Offer, Allied Bidco expects the existing G4S ADR and G4S VP Interests programmes will be terminated in accordance with their terms.

**Delisting of the G4S Shares and the re-registration of G4S as a private limited company would significantly reduce the liquidity and marketability of any G4S Shares in respect of which the Offer has not been accepted at that time, and the reporting and disclosure requirements will be significantly reduced. Any remaining G4S Shareholders would become minority shareholders in a majority controlled private limited company and may therefore be unable to sell their G4S Shares. There can be no certainty that G4S would pay any further dividends or other distributions or that such minority G4S Shareholders would again be offered an opportunity to sell their G4S Shares on terms which are equivalent to or no less advantageous than those under the Offer.**

## **15. DISCLOSURE OF INTERESTS IN RELEVANT SECURITIES**

Except for the irrevocable undertakings referred to in paragraph 7 above and as disclosed below, as of the close of business on 4 December 2020 (being the latest practicable date before the date of this

Announcement), save as disclosed below, none of Allied Universal, Allied Bidco, any member of the Allied Universal Group or any of their respective directors, nor, so far as the directors of Allied Bidco are aware, any person acting in concert (within the meaning of the City Code) with Allied Universal had:

- any interest in, or right to subscribe for, any G4S Shares or any securities convertible or exchangeable into G4S Shares, nor does any such person have any short position in G4S Shares or any securities convertible or exchangeable into G4S Shares, including any short position (whether conditional or absolute and whether in the money or otherwise) under a derivative, any agreement to sell, any delivery obligation or right to require another person to purchase or take delivery of G4S Shares or any securities convertible or exchangeable into G4S Shares;
- procured an irrevocable commitment or letter of intent to accept the terms of the Offer in respect of G4S Shares or any securities convertible or exchangeable into G4S Shares; or
- borrowed or lent any G4S Shares or any securities convertible or exchangeable into G4S Shares, nor entered into any financial collateral arrangements or any dealing arrangement of the kind referred to in Note 11 of the definition of acting in concert in the City Code, in each case relating to G4S Shares or any securities convertible or exchangeable into G4S Shares.

As at close of business on 4 December 2020 (being the latest practicable date before the date of this Announcement), Tilney Smith & Williamson, a person acting in concert with Allied Universal (within the meaning of the City Code) held 48,760 G4S Shares, representing 0.003116 per cent. of G4S's issued share capital.

## 16. FINANCING

The cash consideration to shareholders and expenses (including debt refinancing costs) payable in connection with the Offer will be financed through a combination of debt and equity financing.

The debt financing is to be provided pursuant to the Interim Facilities Agreement. The new equity is being provided by, amongst others, funds managed by Warburg Pincus pursuant to the terms of the Equity Commitment Letter.

Further information on the financing of the Offer will be set out in the Offer Document.

Morgan Stanley is satisfied that the resources available to Allied Bidco are sufficient to satisfy in full the cash consideration payable to G4S Shareholders under the terms of the Offer.

## 17. OFFER-RELATED ARRANGEMENTS

Allied Universal and G4S have entered into a confidentiality agreement dated 16 October 2020 (the "**Confidentiality Agreement**") pursuant to which Allied Universal has undertaken, amongst other things, to: (a) keep confidential information relating to the Offer and the other party and not to disclose it to third parties (other than certain permitted parties) unless required by law or regulation; and (b) use the confidential information for the sole purpose of evaluating, negotiating, advising on or implementing the potential Offer. These confidentiality obligations remain in force until the earlier of 16 October 2022 and completion of the Offer. The agreement also contains provisions pursuant to which: (i) each party has agreed not to solicit certain employees; and (ii) Allied Universal has agreed not to contact suppliers and customers of G4S, in each case subject to customary carve-outs and for a period of 12 months.

Allied Universal, Allied Bidco and G4S have entered into a co-operation agreement on the date of this Announcement (the "**Co-operation Agreement**") pursuant to which:

- a) Allied Universal and Allied Bidco have agreed to secure the regulatory clearances and authorisations to which the Offer is subject as promptly as practicable; and
- b) Allied Universal, Allied Bidco and G4S have agreed to certain undertakings to co-operate in relation to such regulatory clearances and authorisations.

The Co-operation Agreement can be terminated in a number of customary circumstances, including if: (i) Allied Universal, Allied Bidco and G4S agree in writing, (ii) the Offer, with the permission of the Panel (where required), is withdrawn, terminated or lapses in accordance with its terms (other than in certain limited circumstances); (iii) the G4S Board withdraws, adversely modifies or adversely qualifies

the recommendation provided in this Announcement; or (iv) a competing proposal is recommended by the G4S Board or effected.

The Co-operation Agreement also contains provisions that shall apply in respect of the G4S Share Schemes and certain other arrangements regarding employment matters and employee incentives.

Pursuant to the Co-operation Agreement, in accordance with Rule 21.2 of the City Code, G4S has agreed to pay Allied Bidco a break fee of £38 million if the GardaWorld Offer, or any other competing offer for the entire issued and to be issued share capital of the Company announced under Rule 2.7 of the City Code prior to the Offer lapsing or being withdrawn in accordance with its terms, becomes effective or is declared or becomes unconditional in all respects.

In addition, under the Co-operation Agreement, Allied Universal has agreed not to take any action that would cause the Offer not to proceed, to lapse or be withdrawn for non-fulfilment of the Acceptance Condition prior to day 60 after publication of the Offer Document.

Allied Universal and G4S have also entered into:

- c) a takeover panel protocol dated 16 October 2020 (the "**Takeover Panel Protocol**") which sets out the terms on which a consultant engaged by G4S has conducted a synergy analysis and assessment in relation to the Offer; and
- d) an additional confidentiality agreement dated 16 October 2020 (the "**Additional Confidentiality Agreement**") pursuant to which Allied Universal has undertaken, amongst other things, to: (a) keep confidential information relating to the synergy analysis and not to disclose it to third parties (other than certain permitted parties) unless required by law or regulation; and (b) use the confidential information relating to the synergy analysis for the sole purpose of evaluating, negotiating, advising on or implementing the potential Offer, in each case until the earlier of 16 October 2022 and completion of the Offer.

Further, Allied Universal, G4S and their respective legal counsel have entered into a confidentiality and joint defence agreement dated 24 November 2020 (the "**CJDA**"), the purpose of which is to ensure that the exchange and/or disclosure of certain materials relating to the parties and in relation to, in particular, the anti-trust workstream only takes place between their respective legal counsel and external experts, and does not diminish in any way the confidentiality of such materials and does not result in a waiver of any privilege, right or immunity that might otherwise be available.

## **18. RESTRICTED JURISDICTIONS**

The availability of the Offer or the distribution of this Announcement to G4S Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdiction in which they are located. Persons who are not resident in the United Kingdom should inform themselves of, and observe any applicable legal or regulatory requirements. Any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. G4S Shareholders who are in any doubt regarding such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

G4S Shareholders are advised to read carefully the Offer Document and the Form of Acceptance, once these have been published and dispatched.

Please refer to the overseas jurisdiction section of this Announcement.

This Announcement is not intended to, and does not, constitute or form any part of an offer for sale for any securities or an offer or an invitation to purchase any securities.

## **19. DOCUMENTS ON WEBSITE**

Copies of the following documents will, by no later than 12 noon (London time) on **9 December** 2020, be published on G4S's website at <https://www.g4s.com/investors/offer-and-possible-offer> and Allied Bidco's website at <https://www.securityservicesthereforyou.com/> until the end of the Offer:

- a) this Announcement;
- b) the irrevocable undertakings described in paragraph 7 above;

- c) the Confidentiality Agreement, Co-operation Agreement, Takeover Panel Protocol, Additional Confidentiality Agreement and CJDA described in paragraph 17 above;
- d) the various financing documentation entered into in connection with the financing of the Offer and the Enlarged Group following completion of the Offer as referred to in paragraph 16 above.

## **20. CONDITIONS AND TIMETABLE**

**The Offer will be subject to satisfaction (or waiver, if permitted) of the Conditions and certain further terms set out in Appendix 1 to this Announcement and to the full terms and conditions which will be set out in the Offer Document, including (amongst others) the Acceptance Condition and applicable antitrust and governmental related conditions .**

Allied Bidco is pleased to confirm that it has cleared U.S. antitrust review, having received early termination of the applicable waiting period under the HSR Act on 13 November 2020. Allied Bidco is in the process of obtaining all other required antitrust approvals and is confident all relevant approvals will be obtained in a timely fashion and in any event before the Offer is required to become unconditional in all respects under the City Code.

As described further in Appendix 1, the Acceptance Condition shall be satisfied once valid acceptances of the Offer have been received by no later than 1.00 p.m. (London time) on the first closing date of the Offer as specified in the Offer Document (or such later times and/or dates as Allied Bidco may, subject to the rules of the City Code or with the consent of the Panel, decide) in respect of 90 per cent. of G4S Shares to which the Offer relates and of the voting rights attached to those shares. Allied Bidco may decide to waive the Acceptance Condition down to a lesser percentage in accordance with Rule 10 of the City Code, provided that the Acceptance Condition will not be satisfied unless Allied Bidco and/or any member of the Allied Universal Group has acquired or agreed to acquire (whether pursuant to the Offer or otherwise) G4S Shares carrying in aggregate more than 50 per cent. of the voting rights then normally exercisable at a general meeting of G4S (the "**Minimum Acceptance Threshold**").

Any decision by Allied Bidco to waive down the Acceptance Condition to a lesser percentage (including, without limitation, down to the Minimum Acceptance Threshold) shall be at the sole discretion of Allied Bidco (without any consent being required under the financing arrangements entered into by Allied Bidco in connection with the Offer).

Subject to the satisfaction (or waiver, if permitted) of the Conditions, it is expected that the Offer will become unconditional in all respects in the first quarter of 2021.

If the Offer becomes or is declared unconditional as to acceptances and, subsequently, becomes or is declared unconditional in all respects, Allied Bidco will keep the Offer open for acceptances for at least 14 days following the date on which the Offer becomes or is declared unconditional in all respects.

## **21. GENERAL**

It is intended that the Offer will be implemented by way of a takeover offer within the meaning of the Act. However, Allied Bidco reserves the right to elect, with the consent of the Panel (where necessary) and subject to the Co-operation Agreement, to implement the Offer by way of a Court-sanctioned scheme of arrangement in accordance with Part 26 of the Act.

In such event, the transaction would be implemented on the same terms subject to appropriate amendments, in particular to the amendments referred to in Part C of Appendix 1 to this Announcement.

The full terms of the Offer will be set out in the Offer Document and the Form of Acceptance. Relevant documentation is expected to be sent (or made available) to Eligible G4S Shareholders and, for information purposes, to persons with information rights and to participants in the G4S Share Schemes within 28 days of this Announcement. In deciding whether or not to accept the Offer in respect of their G4S Shares, G4S Shareholders should consider the information contained in, and the procedures described in, such documentation.

Each of J.P. Morgan Securities plc, Citigroup Global Markets Limited, Goldman Sachs International and Lazard & Co. Limited have given and not withdrawn its consent to the inclusion in this

Announcement of reference to its advice to the G4S Directors in the form and context in which they appear.

Each of Morgan Stanley & Co. International plc, Credit Suisse International and Moelis & Company has given and not withdrawn its consent to the publication of this Announcement with the inclusion herein of the references to its name in the form and context in which it appears.

The bases and sources of certain financial information contained in this Announcement are set out in Appendix 2. Certain terms used in this announcement are defined in Appendix 4.

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Cleary Gottlieb Steen & Hamilton LLP, Freshfields Bruckhaus Deringer LLP and Kirkland & Ellis LLP are retained as legal advisers to Allied Universal and Allied Bidco.

Linklaters LLP is retained as legal adviser to G4S.

**Important notices relating to financial advisers**

Morgan Stanley & Co. International plc ("**Morgan Stanley**") which is authorised by the Prudential Regulation Authority ("**PRA**") and regulated by the Financial Conduct Authority ("**FCA**") and the PRA in the UK is acting exclusively as financial adviser to Allied Universal and Allied Bidco and no one else in connection with the matters set out in this Announcement. In connection with such matters, Morgan Stanley, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the contents of this Announcement or any other matter referred to herein.

Credit Suisse International ("**Credit Suisse**"), which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting as financial adviser exclusively for Allied Universal and Allied Bidco and no one else in connection with the matters set out in this Announcement and will not be responsible to any person other than Allied Universal and Allied Bidco for providing the protections afforded to clients of Credit Suisse, nor for providing advice in relation to the content of this Announcement or any matter referred to herein. Neither Credit Suisse nor any of its subsidiaries, branches or affiliates 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 who is not a client of Credit Suisse in connection with this Announcement, any statement contained herein or otherwise.

Moelis & Company LLC ("**Moelis & Company**") is acting exclusively as financial adviser to Allied Universal and Allied Bidco and no one else in connection with the matters set out in this Announcement. In connection with such matters, Moelis, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the contents of this Announcement or any other matter referred to herein.

Citigroup Global Markets Limited ("**Citi**"), which is authorised by the PRA and regulated in the UK by the FCA and the PRA, is acting as joint lead financial adviser for the Company and for no one else in connection with the matters set out in this Announcement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Citi nor for providing advice in connection with the matters set out in this Announcement. Neither Citi nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of Citi in connection with the matters set out in this Announcement or any other matter or arrangement referred to herein.

J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove) ("**J.P. Morgan Cazenove**") which is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the PRA and the FCA, is acting as joint lead financial adviser exclusively for the Company and no one else in connection with the matters set out in this Announcement and will not regard any other person as its client in relation to the matters set out in this Announcement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to the matters set out in this Announcement or any other matter or arrangement referred to herein.

Goldman Sachs International ("**Goldman Sachs**"), which is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the PRA and the FCA, is acting exclusively for the Company as financial adviser and no one else in connection with the matters set out in this Announcement. Goldman Sachs will not be responsible to anyone other than the Company for providing the protections afforded to clients of Goldman Sachs or for providing advice in connection with the matters set out in this Announcement or any other matter referred to in this document.

Lazard & Co., Limited ("**Lazard**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser to the Company and no one else in connection with the matters set out in this Announcement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Lazard nor for providing advice in relation to the matters set out in this Announcement. Neither Lazard nor any of its affiliates 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 who is not a client of Lazard in connection with the matters set out in this Announcement, any statement contained herein or otherwise.

In accordance with the City Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, Morgan Stanley and its affiliates and Credit Suisse and its affiliates will continue to act as connected exempt principal trader in G4S Shares on the London Stock Exchange. These purchases and activities by connected exempt principal traders which are required to be made public in the United Kingdom pursuant to the City Code will be reported to a Regulatory Information Service

and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.

### **Further information**

*This Announcement is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise nor shall there be any sale, issuance or transfer of securities of G4S pursuant to the Offer in any jurisdiction in contravention of applicable laws. The Offer will be implemented solely pursuant to the terms of the Offer Document and the accompanying Form of Acceptance which will, together, contain the full terms and conditions of the Offer, including details of how to accept the Offer. Any decision in respect of, or other response to, the Offer should be made only on the basis of the information contained in the Offer Document and the Form of Acceptance.*

*G4S Shareholders are advised to read the Offer Document and the Form of Acceptance carefully when they become available because they will 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 Offer Document and the Form of Acceptance.*

### **Information relating to G4S Shareholders**

*Please be aware that addresses, electronic addresses and certain other information provided by G4S Shareholders, persons with information rights and other relevant persons for the receipt of communications from G4S may be provided to Allied Bidco during the Offer Period as required under Section 4 of Appendix 4 of the City Code to comply with Rule 2.11.*

### **Overseas jurisdictions**

*The release, publication or distribution of this Announcement in or into jurisdictions other than the United Kingdom be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe any applicable requirements. In particular, the ability of persons who are not resident in the United Kingdom to accept the Offer or to execute and deliver the Form of Acceptance may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.*

*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 of jurisdictions outside the United Kingdom.*

*Unless otherwise determined by Allied Universal or required by the City Code, and permitted by applicable law and regulation, the Offer will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws in that jurisdiction and no person may accept the Offer by any use, means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction including the United States or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities. Accordingly, copies of this Announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction.*

*The availability of the Offer to G4S Shareholders who are not resident in and citizens of the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which*



they are citizens. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions.

Further details in relation to G4S Shareholders in overseas jurisdictions will be contained in the Offer Document.

### **Additional information for US G4S Shareholders and G4S ADR Holders**

The Offer will be made to G4S Shareholders resident in the United States in reliance on, and compliance with, Section 14(e) of the US Exchange Act, and Regulation 14E thereunder, as a "Tier II" tender offer (as set forth in Rule 14d-1(d) under the US Exchange Act) and otherwise in accordance with the requirements of the City Code. The Offer will be made in the United States by Allied Bidco and no one else.

The Offer relates to the shares of a UK incorporated company and is subject to UK disclosure and other procedural requirements, which are different from certain United States disclosure and procedural requirements.

Furthermore, the payment and settlement procedure with respect to the Offer will comply with the relevant UK rules, which differ from US payment and settlement procedures, particularly with regard to the date of payment of consideration.

The Offer will be made in compliance with all applicable laws and regulations, including, to the extent applicable, Section 14(e) of the US Exchange Act and Regulation 14E thereunder as a "Tier II" tender offer (as set forth in Rule 14d-1(d) under the US Exchange Act) and otherwise in accordance with the requirements of the City Code. In accordance with normal UK practice and consistent with Rule 14e-5(b) under the US Exchange Act, Allied Bidco, certain affiliated companies and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in G4S other than pursuant to the Offer, during the period in which the Offer would remain open for acceptance (or, if the Offer is implemented by way of a Scheme, until the date on which the Scheme becomes effective, lapses or is otherwise withdrawn). If such purchases or arrangements to purchase were to be made they would be made outside the United States either in the open market at prevailing prices or in private transactions at negotiated prices and would comply with applicable law, including, to the extent applicable, the US Exchange Act. Any information about such purchases will be disclosed as required in the UK, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).

Certain financial information included in this Announcement and the Offer Document has been or will be prepared in accordance with accounting standards applicable in the UK, and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The receipt of consideration by a US G4S Shareholder or a G4S ADR Holder for the transfer of its G4S Shares or its G4S ADRs, as applicable, pursuant to the Offer may be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as non-US and other, tax laws. Each G4S Shareholder and G4S ADR Holder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Offer, and acceptance of the Offer, applicable to them, including under applicable United States federal, state and local, as well as non-US and other, tax laws.

It may be difficult for US G4S Shareholders or G4S ADR Holders to enforce their rights and claims arising out of the US federal securities laws, since G4S is organised under the laws of England and Wales, and some or all of its officers and directors are residents of countries other than the United States. It may not be possible to sue a non-US company or its directors, officers or affiliates, in a non-US court for violations of US securities laws. It may be difficult to compel a non-US company and its directors, officers and affiliates to subject themselves to the jurisdiction and judgment of a US court.

Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved the Offer, or passed upon the fairness of the Offer or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offence in the United States.

### **Cautionary note regarding forward looking statements**

This Announcement (including information incorporated by reference in the Announcement), oral statements made regarding the Offer, and other information published by Allied Universal or Allied Bidco contains certain forward looking statements with respect to the financial condition, results of operations and businesses of Allied Universal and G4S and their respective groups, and certain plans and objectives of Allied Universal with respect to the Enlarged Group. All statements other than statements of historical fact are, or may be deemed to be, forward looking statements. Forward looking statements are statements of future expectations which are prospective in nature and are not based on historical facts, but rather on management's current expectations, projections and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward looking statements include, among other things, statements concerning the potential exposure of Allied Universal, the Allied Universal Group, G4S and/or the G4S Group to market risks and statements expressing management's expectations, beliefs, estimates, forecasts, projections and assumptions, including as to future potential cost savings, synergies, earnings, cash flow, return on average capital employed, production, divestitures and prospects. Often, but not always, these forward looking statements are identified by their use of terms and phrases such as "anticipate" or "does not anticipate", "believe", "estimate", "forecast", "expect" or "does not expect", "is expected", "is subject to", "goals", "intend", "objectives", "outlook", "plan", "budget", "scheduled", "probably", "project", "risks", "seek", "target" or variations of such words and phrases and statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved.

There are a number of factors that could affect the future operations of Allied Universal, the Allied Universal Group, G4S and/or the G4S Group and that could cause results and developments to differ materially from those expressed or implied in the forward looking statements included in this Announcement, including (without limitation): (a) changes in demand for Allied Universal's and/or G4S's products; (b) currency fluctuations; (c) loss of market share and industry competition; (d) risks associated with the identification of suitable properties, acquirors and targets, and successful negotiation and completion of such transactions; (e) changes in macroeconomic or trading conditions; (f) the impact of COVID-19; and (g) changes in government and regulation including in relation to health and safety. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward looking statements. Such forward looking statements should therefore be construed in the light of such factors.

All forward looking statements contained in this Announcement are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Although Allied Universal and Allied Bidco believe that the expectations reflected in such forward looking statements are reasonable, Allied Universal, Allied Bidco and their respective associates, directors, officers and advisers provide no representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this Announcement will actually occur. Readers should not place undue reliance on forward looking statements.

Each forward looking statement speaks only as of the date of this Announcement. None of Allied Universal, Allied Bidco or the Allied Universal Group undertakes any obligation, and expressly disclaims any intention or obligation, to publicly update or revise any forward looking statement as a result of new information, future events or otherwise, except to the extent legally required (including under the UK Listing Rules and the Disclosure and Transparency Rules of the FCA). In light of these risks, results could differ materially from those stated, implied or inferred from the forward looking statements contained in this Announcement.

### **Rounding**

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables or forms may vary slightly and figures shown as totals in certain tables or forms may not be an arithmetic aggregation of the figures that precede them.

### **No forecasts or estimates**

No statement in this Announcement is intended as a profit forecast, profit estimate or quantified financial benefits statement for any period and no statement in this Announcement should be interpreted to mean that cash flow from operations, free cash flow, earnings or earnings per share for

Allied Universal, Allied Bidco, G4S or the Enlarged Group, as appropriate, for the current or future financial years would necessarily match or exceed the respective historical published cash flow from operations, free cash flow, earnings or earnings per share for Allied Universal, Allied Bidco or G4S as appropriate or to mean that the Enlarged Group's earnings in the first 12 months following the Offer, or in any subsequent period, would necessarily match or be greater than those of Allied Bidco or G4S for the relevant preceding financial period or any other period.

### **Disclosure requirements of the City Code**

Under Rule 8.3(a) of the City Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m., (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m., (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a dealing disclosure.

Under Rule 8.3(b) of the City Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a dealing disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A dealing disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A dealing disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m., (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and dealing disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the City Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and dealing disclosures must be made can be found in the Disclosure Table on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a dealing disclosure.

For the purpose of this section (Disclosure requirements of the City Code) and the following section (Publication on website and availability of hard copies) of this Announcement, "Business Day" means a day on which the London Stock Exchange is open for the transaction of business.

### **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 Allied Universal's website (<https://www.securityservicesthereforyou.com/>) and on G4S's website (<https://www.g4s.com/investors/offer-and-possible-offer>) by no later than 12 noon (London time) on the Business Day following the date of this Announcement. For the avoidance of doubt, the contents of the websites referred to in this Announcement are not incorporated into and do not form part of this Announcement.

*G4S Shareholders may request a hard copy of this Announcement by contacting Teneo on + 44 7703 330 269 or + 44 7825 735 596. If you have received this Announcement in electronic form, copies of this Announcement and any document or information incorporated by reference into this Announcement will not be provided unless such a request is made.*

*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.*

CONDITIONS TO AND CERTAIN FURTHER TERMS OF THE OFFER

Part A.

Conditions to the Offer

The Offer will be conditional upon:

**Acceptance Condition**

- a) valid acceptances of the Offer having been received (and not, where permitted, withdrawn) by no later than 1.00 p.m. (London time) on the first closing date of the Offer as specified in the Offer Document (or such later times and/or dates as Allied Bidco may, subject to the rules of the City Code or with the consent of the Panel, decide) in respect of 90 per cent. (or such lesser percentage as Allied Bidco may decide) of G4S Shares to which the Offer relates and of the voting rights attached to those shares, provided that this Condition will not be satisfied unless Allied Bidco and/or any member of the Allied Universal Group has acquired or agreed to acquire (whether pursuant to the Offer or otherwise) G4S Shares carrying in aggregate more than 50 per cent. of the voting rights then normally exercisable at a general meeting of G4S and provided further that, unless Allied Bidco otherwise determines, this Condition shall only be capable of being satisfied prior to Day 60 at a time when all other Conditions set out in paragraphs b) to k) below have been satisfied or waived;

For the purposes of this Condition (a):

- (i) G4S Shares which have been unconditionally allotted but not issued before the Offer becomes or is declared unconditional as to acceptances, whether pursuant to the exercise of any outstanding subscription or conversion rights or otherwise, shall be deemed to carry the voting rights they will carry upon issue;
- (ii) valid acceptances shall be deemed to have been received in respect of G4S Shares which are treated for the purposes of Part 28 of the Act as having been acquired or contracted to be acquired by Allied Bidco, whether by virtue of acceptance of the Offer or otherwise;
- (iii) the expression "G4S Shares to which the Offer relates" shall be construed in accordance with Chapter 3 of Part 28 of the Act;
- (iv) all percentages of voting rights and share capital are to be calculated by reference to the percentage held and in issue outside treasury; and
- (v) "**Day 60**" shall mean the 60th day following the publication of the initial Offer Document (or any later date set by the Panel pursuant to an extension of the offer timetable).

In addition, the Offer will be conditional upon the following Conditions and, accordingly, the Offer will not become or be declared wholly unconditional unless the following Conditions (as amended if appropriate) have been satisfied or, where relevant, waived:

**General Third Party clearances**

- b) the waiver (or non-exercise within any applicable time limits) by any relevant government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental or investigative body, court, trade agency, association, institution, any entity owned or controlled by any relevant government or state, or any other body or person whatsoever in any jurisdiction (each a "**Third Party**") of any termination right, right of pre-emption, first refusal or similar right (which is material in the context of the Wider G4S Group taken as a whole) arising as a result of or in connection with the Offer including, without limitation, its implementation and financing or the proposed direct or indirect Offer of any shares or other securities in, or control or management of, G4S by Allied Bidco or any member of the Wider Allied Universal Group;
- c) all necessary filings or applications having been made in connection with the Offer and all statutory or regulatory obligations in any jurisdiction having been complied with in connection with the Offer or the Offer by any member of the Wider Allied Universal Group of any shares or other securities in, or control of, G4S and all Authorisations reasonably deemed necessary or appropriate by Allied Bidco or any member of the Wider Allied Universal Group for or in respect of the Offer including without limitation, its

implementation and financing or the proposed direct or indirect Offer of any shares or other securities in, or control of, G4S or any member of the Wider G4S Group by any member of the Wider Allied Universal Group having been obtained in terms and in a form satisfactory to Allied Bidco from all appropriate Third Parties or persons with whom any member of the Wider G4S Group has entered into contractual arrangements and all such Authorisations together with all material authorisations orders, recognitions, grants, licences, confirmations, clearances, permissions and approvals necessary or appropriate to carry on the business of any member of the Wider G4S Group which is material in the context of the Allied Universal Group or the G4S Group as a whole or of the financing of the Offer remaining in full force and effect and all filings necessary for such purpose having been made and there being no notice or intimation of any intention to revoke or not to renew any of the same at the time at which the Offer becomes otherwise unconditional and all necessary statutory or regulatory obligations in any jurisdiction having been complied with;

- d) no Third Party having given notice of a decision to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference (and, in each case, not having withdrawn the same), or having enacted, made or proposed any statute, regulation, decision or order, or change to published practice or having taken any other steps, and there not continuing to be outstanding any statute, regulation, decision or order, which in each case would or might reasonably be expected to:
- (i) require, prevent or delay the divestiture, or materially alter the terms envisaged for any proposed divestiture by any member of the Wider Allied Universal Group or any member of the Wider G4S Group of all or any portion of their respective businesses, assets or property or impose any limitation on the ability of any of them to conduct their respective businesses (or any of them) or to own any of their respective assets or properties or any part thereof which, in any such case, is material in the context of the Wider Allied Universal Group or the Wider G4S Group in either case taken as a whole;
  - (ii) require, prevent or delay the divestiture by any member of the Wider Allied Universal Group of any shares or other securities in G4S;
  - (iii) impose any material limitation on, or result in a delay in, the ability of any member of the Wider Allied Universal Group directly or indirectly to acquire or to hold or to exercise effectively any rights of ownership in respect of shares or loans or securities convertible into shares or any other securities (or the equivalent) in any member of the Wider G4S Group or the Wider Allied Universal Group or to exercise voting or management control over any such member;
  - (iv) otherwise adversely affect the business, assets, profits or prospects of any member of the Wider Allied Universal Group or of any member of the Wider G4S Group to an extent which is material in the context of the Wider Allied Universal Group or the Wider G4S Group in either case taken as a whole;
  - (v) make the Offer or its implementation or the Offer or proposed Offer by Allied Bidco or any member of the Wider Allied Universal Group of any shares or other securities in, or control of G4S void, illegal, and/or unenforceable under the laws of any jurisdiction, or otherwise, directly or indirectly, restrain, restrict, prohibit, delay or otherwise interfere with the same, or impose additional conditions or obligations with respect thereto;
  - (vi) require any member of the Wider Allied Universal Group or the Wider G4S Group to offer to acquire any shares or other securities (or the equivalent) or interest in any member of the Wider G4S Group or the Wider Allied Universal Group owned by any third party;
  - (vii) impose any limitation on the ability of any member of the Wider G4S Group to co-ordinate its business, or any part of it, with the businesses of any other members which is adverse to and material in the context of the Wider G4S Group taken as a whole or in the context of the Offer; or
  - (viii) result in any member of the Wider G4S Group ceasing to be able to carry on business under any name under which it presently does so,

and all applicable waiting and other time periods (including any extensions thereof) during which any such Third Party could institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference or any other step under the laws of any jurisdiction in respect of the Offer or the Offer or proposed Offer of any G4S Shares having expired, lapsed or been terminated;

### **GardaWorld Offer**

- e) the GardaWorld Offer not having become wholly unconditional in accordance with its terms;

### **Certain matters arising as a result of any arrangement, agreement etc.**

- f) save as Disclosed, there being no provision of any agreement, arrangement, licence, permit or other instrument to which any member of the Wider G4S Group is a party or by or to which any such member or any of its assets may be bound, entitled or subject, or any circumstance which in consequence of the Offer or the proposed Offer of any shares or other securities (or equivalent) in G4S or because of a change in the control or management of G4S or otherwise, could or might result in any of the following to an extent which is material and adverse in the context of the Wider G4S Group, or the Wider Allied Universal Group, in either case taken as a whole, or in the context of the Offer:
- (i) any moneys borrowed by or any other indebtedness or liabilities (actual or contingent) of, or grant available to any such member, being or becoming repayable or capable of being declared repayable immediately or earlier than their or its stated maturity date or repayment date or the ability of any such member to borrow moneys or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
  - (ii) any such agreement, arrangement, licence, permit or instrument or the rights, liabilities, obligations or interests of any such member thereunder being terminated or adversely modified or affected or any obligation or liability arising or any action being taken or arising thereunder;
  - (iii) any asset or interest of any such member being or failing to be disposed of or charged or ceasing to be available to any such member or any right arising under which any such asset or interest could be required to be disposed of or charged or could cease to be available to any such member otherwise than in the ordinary course of business;
  - (iv) the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property, assets or interest of any such member;
  - (v) the rights, liabilities, obligations or interests of any such member, or the business of any such member with, any person, firm, company or body (or any arrangement or arrangements relating to any such interest or business) being terminated, adversely modified or affected;
  - (vi) the value of any such member or its financial or trading position or prospects being prejudiced or adversely affected;
  - (vii) any such member ceasing to be able to carry on business under any name under which it presently does so; or
  - (viii) the creation or acceleration of any liability, actual or contingent, by any such member (including any material tax liability or any obligation to obtain or acquire any material Authorisation, notice, waiver, concession, agreement or exemption from any Third Party or any person) other than trade creditors or other liabilities incurred in the ordinary course of business or in connection with the Offer,

and no event having occurred which, under any provision of any agreement, arrangement, licence, permit or other instrument to which any member of the Wider G4S Group is a party or by or to which any such member or any of its assets may be bound, entitled or subject, would or might reasonably be expected to result in any of the events or circumstances as are referred to in sub-paragraphs (i) to (viii) of this Condition;

### **Certain events occurring since 31 December 2019**

- g) save as Disclosed, no member of the Wider G4S Group having, since 31 December 2019:
- (i) save as between G4S and wholly-owned subsidiaries of G4S or for G4S Shares issued under or pursuant to the exercise of options and vesting of awards granted under the G4S Share Schemes, issued or agreed to issue, authorised or proposed the issue of additional shares of any class;
  - (ii) save as between G4S and wholly-owned subsidiaries of G4S or for the grant of options and awards and other rights under the G4S Share Schemes, issued or agreed to issue, authorised or proposed the issue of securities convertible into shares of any class or rights, warrants or options to subscribe for, or acquire, any such shares or convertible securities;
  - (iii) other than to another member of the G4S Group, prior to completion of the Offer, recommended, declared, paid or made any dividend or other distribution payable in cash or otherwise or made any bonus issue;
  - (iv) save for intra-G4S Group transactions, merged or demerged with any body corporate or acquired or disposed of or transferred, mortgaged or charged or created any security interest over any assets or any right, title or interest in any asset (including shares and trade investments) or authorised or proposed or announced any intention to propose any merger, demerger, disposal, transfer, mortgage, charge or security interest, in each case, other than in

- the ordinary course of business and, in each case, to the extent which is material in the context of the Wider G4S Group taken as a whole;
- (v) save for intra-G4S Group transactions, made or authorised or proposed or announced an intention to propose any change in its loan capital in each case, to the extent which is material in the context of the Wider G4S Group taken as a whole;
  - (vi) issued, authorised or proposed the issue of, or made any change in or to, any debentures or (save for intra-G4S Group transactions), save in the ordinary course of business, incurred or increased any indebtedness or become subject to any contingent liability;
  - (vii) purchased, redeemed or repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, save in respect to the matters mentioned in sub-paragraphs (i) or (ii) above, made any other change to any part of its share capital in each case, to the extent which is material in the context of the Wider G4S Group taken as a whole;
  - (viii) save for intra-G4S Group transactions, implemented, or authorised, proposed or announced its intention to implement, any reconstruction, merger, demerger, amalgamation, scheme, commitment or other transaction or arrangement otherwise than in the ordinary course of business;
  - (ix) entered into or varied or authorised, proposed or announced its intention to enter into or vary any contract, transaction or commitment (whether in respect of capital expenditure or otherwise) which is of a long term, onerous or unusual nature or magnitude or which involves or could involve an obligation of such a nature or magnitude other than in the ordinary course of business, in each case, to the extent which is material in the context of the Wider G4S Group taken as a whole;
  - (x) (other than in respect of a member which is dormant and was solvent at the relevant time) taken any corporate action or steps or had any legal proceedings started or threatened against it in relation to the suspension of payments, a moratorium of any indebtedness, its winding-up, dissolution or reorganisation or for the appointment of a receiver, administrative receiver, administrator, manager, trustee or similar officer of all or any part of its assets or revenues or any analogous proceedings in any jurisdiction or appointed any analogous person in any jurisdiction or had any such person appointed, in each case, to the extent which is material in the context of the Wider G4S Group taken as a whole;
  - (xi) entered into any contract, transaction or arrangement which would be restrictive on the business of any member of the Wider G4S Group or the Wider Allied Universal Group other than of a nature and extent which is normal in the context of the business concerned;
  - (xii) waived or compromised any claim otherwise than in the ordinary course of business which is material in the context of the Wider G4S Group taken as a whole;
  - (xiii) made any material alteration to its memorandum or articles of association or other incorporation documents;
  - (xiv) been unable, or admitted in writing that it is unable, to pay its debts or commenced negotiations with one or more of its creditors with a view to rescheduling or restructuring any of its indebtedness, or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;
  - (xv) entered into any contract, commitment, arrangement or agreement otherwise than in the ordinary course of business or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced any intention to, or proposed to, effect any of the transactions, matters or events referred to in this Condition g);
  - (xvi) made or agreed or consented to any change to:
    - a) the terms of the trust deeds constituting the pension scheme(s) established by any member of the Wider G4S Group for its directors, employees or their dependents, including the G4S UK Pension Scheme;
    - b) the contributions payable to any such scheme(s) or to the benefits which accrue or to the pensions which are payable thereunder;
    - c) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined; or
    - d) the basis upon which the liabilities (including pensions) of such pension schemes are funded, valued or made,in each case, to the extent which is material in the context of the Wider G4S Group taken as a whole;



- (xvii) proposed, agreed or proposed to provide any of the G4S Share Schemes or other benefit constituting a material change relating to the employment or termination of employment of a material category of persons employed by the Wider G4S Group or which constitutes a material change to the terms or conditions of employment of any senior employee of the Wider G4S Group, save as agreed by the Panel (if required) and by Allied Bidco, or entered into or changed the terms of any contract with any director or senior executive;
- (xviii) taken (or agreed or proposed to take) any action which requires, or would require, the consent of the Panel or the approval of G4S Shareholders in general meeting in accordance with, or as contemplated by, Rule 21.1 of the City Code;
- (xix) entered into or varied in a material way the terms of, any contracts, agreement or arrangement with any of the directors or senior executives of any members of the Wider G4S Group; or
- (xx) waived or compromised any claim which is material in the context of the Wider G4S Group taken as a whole, otherwise than in the ordinary course.

**No adverse change, litigation or regulatory enquiry**

h) save as Disclosed, since 31 December 2019:

- (i) no adverse change or deterioration having occurred in the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Wider G4S Group which, in any such case, is material in the context of the Wider G4S Group taken as a whole and no circumstances have arisen which would or might reasonably be expected to result in such adverse change or deterioration;
- (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the Wider G4S Group is or may become a party (whether as a plaintiff, defendant or otherwise) and no enquiry, review or investigation by, or complaint or reference to, any Third Party or other investigative body against or in respect of any member of the Wider G4S Group having been instituted, announced, implemented or threatened by or against or remaining outstanding in respect of any member of the Wider G4S Group which in any such case has had or might reasonably be expected to have an adverse effect on the Wider G4S Group taken as a whole or in the context of the Offer;
- (iii) no contingent or other liability of any member of the Wider G4S Group having arisen or become apparent to Allied Bidco or increased which has had or might reasonably be expected to have an adverse effect on the Wider G4S Group taken as a whole; or in the context of the Offer;
- (iv) no enquiry or investigation by, or complaint or reference to, any Third Party having been threatened, announced, implemented, instituted by or remaining outstanding against or in respect of any member by or the Wider G4S Group which in any case is material in the context of the Wider G4S Group taken as a whole;
- (v) no member of the Wider G4S Group having conducted its business in breach of any applicable laws and regulations and which is material in the context of the Wider G4S Group as a whole or material in the context of the Offer; and
- (vi) no steps having been taken which are likely to result in the withdrawal, cancellation, termination or modification of any licence or permit held by any member of the Wider G4S Group which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which has had, or would reasonably be expected to have, an adverse effect on the Wider G4S Group taken as a whole;

**No discovery of certain matters**

i) save as Disclosed, Allied Bidco not having discovered:

- (i) that any financial, business or other information concerning the Wider G4S Group as contained in the information publicly disclosed at any time by or on behalf of any member of the Wider G4S Group is materially misleading, contains a material misrepresentation of fact or omits to state a fact necessary to make that information not misleading and which was not subsequently corrected before the date of this Announcement by disclosure either publicly or otherwise to Allied Bidco or its professional advisers, in each case, to the extent which is material in the context of the Wider G4S Group taken as a whole;
- (ii) that any member of the Wider G4S Group or partnership, company or other entity in which any member of the Wider G4S Group has a significant economic interest and which is not a subsidiary undertaking of G4S, is subject to any liability (contingent or otherwise) which is not

disclosed in the G4S 2019 Integrated Annual Report and Accounts, in each case, to the extent which is material in the context of the Wider G4S Group taken as a whole; or

- (iii) any information which affects the import of any information disclosed at any time by or on behalf of any member of the Wider G4S Group and which is material in the context of the Wider G4S Group taken as a whole;

j) save as Disclosed, Allied Bidco not having discovered that:

- (i) any past or present member of the Wider G4S Group has failed to comply with any and/or all applicable legislation or regulation, of any jurisdiction with regard to the use, treatment, handling, storage, carriage, disposal, spillage, release, discharge, leak or emission of any waste or hazardous substance or any substance likely to impair the environment or harm human health or animal health or otherwise relating to environmental matters or the health and safety of humans, or that there has otherwise been any such use, treatment, handling, storage, carriage, disposal, spillage, release, discharge, leak or emission (whether or not the same constituted a non-compliance by any person with any such legislation or regulations, and wherever the same may have taken place) any of which storage, carriage, disposal, spillage, release, discharge, leak or emission would be likely to give rise to any liability (actual or contingent) or cost on the part of any member of the Wider G4S Group and which is material in the context of the Wider G4S Group taken as a whole;
- (ii) there is, or is likely to be, for any reason whatsoever, any liability (actual or contingent) of any past or present member of the Wider G4S Group to make good, remediate, repair, reinstate or clean up any property or any controlled waters now or previously owned, occupied, operated or made use of or controlled by any such past or present member of the Wider G4S Group (or on its behalf) or by any person for which a member of the Wider G4S Group is or has been responsible, or in which any such member may have or previously have had or be deemed to have had an interest, under any environmental legislation, regulation, notice, circular or order of any Third Party and which is material in the context of the Wider G4S Group taken as a whole or the Offer;
- (iii) circumstances exist (whether as a result of the making of the Offer or otherwise) which would be reasonably likely to lead to any Third Party instituting, or whereby any member of the Wider Allied Universal Group or any present or past member of the Wider G4S Group would be likely to be required to institute, an environmental audit or take any other steps which would in any such case be reasonably likely to result in any liability (whether actual or contingent) to improve, modify existing or install new plant, machinery or equipment or carry out changes in the processes currently carried out or make good, remediate, repair, re-instate or clean up any land or other asset currently or previously owned, occupied or made use of by any past or present member of the Wider G4S Group (or on its behalf) or by any person for which a member of the Wider G4S Group is or has been responsible, or in which any such member may have or previously have had or be deemed to have had an interest which is material in the context of the Wider G4S Group taken as a whole or the Offer;
- (iv) circumstances exist whereby a person or class of persons would be likely to have any claim or claims in respect of any product or process of manufacture or materials used therein currently or previously manufactured, sold or carried out by any past or present member of the Wider G4S Group which claim or claims would be likely, materially and adversely, to affect any member of the Wider G4S Group and which is material in the context of the Wider G4S Group taken as a whole or the Offer; and

**Anti-corruption, economic sanctions, criminal property and money laundering**

k) save as Disclosed, Allied Bidco not having discovered that:

- (i) (aa) any past or present member, director, officer or employee of the Wider G4S Group is or has at any time engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption or anti-bribery law, rule or regulation or any other applicable law, rule, or regulation concerning improper payments or kickbacks or (bb) any person that performs or has performed services for or on behalf of the Wider G4S Group is or has at any time engaged in any activity, practice or conduct in connection with the performance of such services which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption or anti-bribery law, rule or regulation or any other applicable law, rule, or regulation concerning improper payments or kickbacks; or

- (ii) any asset of any member of the Wider G4S Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition) or proceeds of crime under any other applicable law, rule, or regulation concerning money laundering or proceeds of crime or any member of the Wider G4S Group is found to have engaged in activities constituting money laundering under any applicable law, rule, or regulation concerning money laundering; or
- (iii) any past or present member, director, officer or employee of the Wider G4S Group, or any other person for whom any such person may be liable or responsible, is or has engaged in any conduct which would violate applicable economic sanctions or dealt with, made any investments in, made any funds or assets available to or received any funds or assets from: (a) any government, entity or individual in respect of which US or European Union persons, or persons operating in those territories, are prohibited from engaging in activities or doing business, or from receiving or making available funds or economic resources, by US or European Union laws or regulations, including the economic sanctions administered by the United States Office of Foreign Assets Control, or HMRC; or (b) any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the European Union or any of its member states, save that this shall not apply if and to the extent that it is or would be unenforceable by reason of breach of any applicable Blocking Law; or
- (iv) any past or present member, director, officer or employee of the Wider G4S Group, or any other person for whom any such person may be liable or responsible:
  - a) has engaged in conduct which would violate any relevant anti-terrorism laws, rules, or regulations, including but not limited to the U.S. Anti-Terrorism Act;
  - b) has engaged in conduct which would violate any relevant anti-boycott law, rule, or regulation or any applicable export controls, including but not limited to the Export Administration Regulations administered and enforced by the U.S. Department of Commerce or the International Traffic in Arms Regulations administered and enforced by the U.S. Department of State;
  - c) has engaged in conduct which would violate any relevant laws, rules, or regulations concerning human rights, including but not limited to any law, rule, or regulation concerning false imprisonment, torture or other cruel and unusual punishment, or child labour; or
  - d) is debarred or otherwise rendered ineligible to bid for or to perform contracts for or with any government, governmental instrumentality, or international organization or found to have violated any applicable law, rule, or regulation concerning government contracting or public procurement; or
- (v) any member of the Wider G4S Group is or has been engaged in any transaction which would cause Allied Bidco to be in breach of any law or regulation upon its Offer of G4S, including but not limited to the economic sanctions of the United States Office of Foreign Assets Control, or HMRC, or any other relevant government authority.

For the purposes of these Conditions the "**Wider G4S Group**" means G4S and its subsidiary undertakings, associated undertakings and any other undertaking in which G4S and/or such undertakings (aggregating their interests) have a significant interest and the "**Wider Allied Universal Group**" means Allied Universal, Allied Bidco and their respective subsidiary undertakings, associated undertakings and any other undertaking in which Allied Universal and/or Allied Bidco and/or such undertakings (aggregating their interests) have a significant interest and for these purposes "**subsidiary undertaking**" and "**undertaking**" have the meanings given by the Act, "**associated undertaking**" has the meaning given by paragraph 19 of Schedule 6 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, other than paragraph 19(1)(b) of Schedule 6 to those regulations which shall be excluded for this purpose, and "**significant interest**" means a direct or indirect interest in 20 per cent. or more of the total voting rights conferred by the equity share capital (as defined in section 548 of the Act).

## Part B.

### Waiver and Invocation of the Conditions

Allied Bidco reserves the right to waive, in whole or in part, all or any of the Conditions set out in Part A of Appendix 1 above, except for Condition (a) (*Acceptance Condition*), which cannot be waived. The Offer will be subject to the satisfaction (or waiver, if permitted) of the Conditions set out in this Appendix 1, and to certain

further terms set out in Appendix 1, and to the full terms and conditions which will be set out in the Offer Document and the Form of Acceptance.

The Offer shall lapse unless all of the Conditions have been fulfilled or, where permitted, waived or, where appropriate, have been determined by Allied Bidco to be or remain satisfied, by midnight (London time) on the 21st day after the later of (i) the first closing date of the Offer; and (ii) the date on which Condition a) (Acceptance Condition) is fulfilled (or, in each case, such later date as Allied Bidco may determine, with the consent of the Panel).

Allied Bidco shall be under no obligation to waive (if capable of waiver), to determine to be or remain satisfied or to treat as satisfied any of Conditions a) to k) (inclusive) that are capable of waiver by a date earlier than the latest date specified above for the fulfilment of the relevant Condition, notwithstanding that the other Conditions to the Offer may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any such Condition(s) may not be capable of fulfilment.

Under Rule 13.5(a) of the City Code, Allied Bidco may not invoke a Condition to the Offer so as to cause the Offer not to proceed, to lapse or to be withdrawn unless the circumstances which give rise to the right to invoke the Condition are of material significance to Allied Bidco in the context of the Offer. Condition a) (Acceptance Condition) is not subject to this provision of the City Code.

If Allied Bidco is required by the Panel to make an offer or offers for G4S Shares under the provisions of Rule 9 of the City Code, Allied Bidco may make such alterations to the Conditions as are necessary to comply with the provisions of that Rule.

## **Part C.**

### **Implementation by way of Scheme**

Allied Bidco reserves the right, with the consent of the Panel (where necessary) and subject to the Co-operation Agreement, to elect to implement the Offer by way of the Scheme.

If the Offer is implemented by way of the Scheme, such Scheme will be implemented on the same terms, subject to appropriate amendments to reflect the change in method of effecting the Offer, including (without limitation and subject to the consent of the Panel):

- a) its approval by a majority in number representing not less than three-fourths in value of the relevant G4S Shareholders (or the relevant class or classes thereof, if applicable) present and voting, either in person or by proxy, at the Court Meeting and at any separate class meeting which may be required by the Court or at any adjournment of any such meeting on or before the 22nd day after the expected date of the Court Meeting to be set out in the Scheme Document in due course (or such later date, if any, as Allied Bidco may agree and the Court may allow);
- b) all resolutions necessary to approve and implement the Scheme being duly passed by the requisite majority or majorities at a G4S General Meeting or at any adjournment of that meeting on or before the 22nd day after the expected date of the G4S General Meeting as set out in the Scheme Document in due course (or such later date, if any, as Allied Bidco may agree and the Court may allow); and
- c) the sanction of the Scheme by the Court with or without modification (but subject to any such modification being acceptable to Allied Bidco) on or before the 22nd day after the expected date of the Court hearing to sanction the Scheme as set out in the Scheme Document in due course (or such later date, if any, as Allied Bidco may agree and the Court may allow) and the delivery of a copy of the Scheme Order within seven Business Days thereafter to the Registrar of Companies in England and Wales.

In addition, if the Offer is implemented by way of the Scheme, the Scheme will be conditional upon the Conditions set out above and, accordingly, the necessary actions to make the Scheme effective will not be taken unless the Conditions set out above have either been waived (if permitted) or fulfilled.

## Part D.

### Certain further terms of the Offer

Allied Bidco reserves the right to direct that a portion of the G4S Shares to be transferred pursuant to acceptances of the Offer be transferred directly to a wholly-owned subsidiary of Allied Universal.

The availability of the Offer to persons not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about, and observe, any applicable requirements.

The Offer, this Announcement and any rights and liabilities arising hereunder will be governed by and construed in accordance with English law and be subject to the jurisdiction of the courts of England and Wales, to the Conditions and terms set out in this Announcement and in due course in the Offer Document and the Form of Acceptance. The Offer will comply with the applicable rules and regulations of the FCA, the London Stock Exchange and the City Code.

Each of the Conditions shall respectively be regarded as a separate Condition, and shall not be limited by reference to any other Condition.

If the Offer lapses for any reason, the Offer will cease to be capable of further acceptance, and Allied Bidco and accepting G4S Shareholders will cease to be bound by acceptances of the Offer delivered on or before the time when the Offer lapses.

G4S Shares acquired under the Offer will be acquired fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now or hereafter attaching or accruing to them, including voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid on or after the Effective Date.

If, after the date of this Announcement, any dividend and/or other distribution and/or other return of capital is announced, declared, made, payable or paid in respect of the G4S Shares, Allied Bidco reserves the right to reduce the cash consideration under the terms of the Offer at such date by an amount up to the amount of such dividend and/or distribution and/or return of capital. If Allied Bidco exercises this right or makes such a reduction in respect of a dividend or other distribution, G4S Shareholders will be entitled to receive and retain that dividend or other distribution. Any exercise by Allied Bidco of its rights referred to in this paragraph shall be the subject of an announcement and, for the avoidance of doubt, shall not constitute a revision or variation of the terms of the Offer.

The Offer will lapse if:

- a) insofar as the Offer or any matter arising from or relating to the Offer constitutes a concentration with an EU dimension within the scope of EUMR, the European Commission either initiates proceedings under Article 6(1)(c) of the EUMR or makes a referral to a competent authority in the United Kingdom under Article 9(1) of the EUMR and there is then a CMA Phase 2 Reference; or
- b) insofar as the Offer comes within the statutory provisions for a possible CMA Phase 2 Reference, there is a CMA Phase 2 Reference,

in each case, before the later of 1.00 p.m. on the first closing date of the Offer or the date when the Offer becomes or is declared unconditional as to acceptances.

## APPENDIX 2

### SOURCES OF INFORMATION AND BASES OF CALCULATION

- 1) In this Announcement:
  - a) the existing issued and to be issued ordinary share capital of the Company is based upon: (i) 1,551,594,436 G4S Shares in issue as at 4 December 2020, plus (ii) 23,689,090 unvested share plan awards under the G4S Share Schemes (before determination of satisfaction of the conditions attaching to such awards, excluding 4,020,629 cash settled awards), less (iii) 5,303,964 G4S Shares held by the G4S Employee Benefit Trust as at 4 December 2020. This number also assumes that vested awards in excess of the shares held by the G4S Employee Benefit Trust will be satisfied by the issue of new shares; and
  - b) the premiums calculations to the price per G4S Share used in this Announcement have been calculated by reference to the Closing Price on 11 September 2020 (being the last Business Day before the commencement of the Offer Period) of 146 pence, to the three-month volume weighted average closing price of 128 pence per G4S Share on 11 September 2020, to the highest Closing Price for the 52-week period ending 11 September 2020 of 222 pence per G4S Share and to the GardaWorld Offer of 235 pence per G4S Share.
- 2) Certain figures included in this Announcement have been subject to rounding adjustments.
- 3) Unless otherwise stated, the financial information of G4S is extracted (without material adjustment) from G4S 2019 Integrated Annual Report and Accounts. The reference to G4S's current underlying operations generating EBITDA of approximately Â£600 million during the financial year ended 31 December 2019 is based on Adjusted EBITDA of Â£608 million for the Proforma Group as sourced from page 69 of G4S 2019 Integrated Annual Report and Accounts.
- 4) For the purposes of the financial comparisons contained in this Announcement, no account has been taken of any liability to taxation or the treatment of fractions under the Offer.
- 5) The estimated combined revenues of G4S and Allied Universal has been calculated on the following basis:
  - a) Allied Universal's Q3 2020 YTD revenue of US\$6.3 billion for the Allied Universal Group has been annualised to US\$8.4 billion; and
  - b) G4S's revenue of Â£7.049 billion for the G4S Group for the financial year ended 31 December 2019 (as sourced from page 69 of G4S 2019 Integrated Annual Report and Accounts) converts to US\$9.349 billion using a historical FX rate from 31 December 2019.

## APPENDIX 3

### DETAILS OF IRREVOCABLE UNDERTAKINGS

The following G4S Directors have given irrevocable undertakings to accept the Offer:

<b>Name</b>	<b>Number of G4S Shares</b>	<b>Percentage of issued ordinary share capital of G4S*</b>
Ashley Martin Almanza	2,151,882	0.139
John Patrick Connolly and his close relatives	611,642	0.039
Steven Lewis Mogford	10,000	0.001
John Ramsay	38,000	0.002
Timothy Peter Weller	522,337	0.034
<b>Total</b>	<b>3,333,861</b>	<b>0.215</b>

*\*Based on the number of G4S Shares in issue as of the close of business on 4 December 2020, being the latest practicable date before the date of this Announcement.*

## APPENDIX 4

### DEFINITIONS

"Acceptance Condition"	means Condition a) in Appendix 1;
"Act"	means the Companies Act 2006, as amended from time to time;
"Additional Confidentiality Agreement"	has the meaning given to it in paragraph 17;
"ADR"	means an American Depositary Receipt created from time to time with respect to G4S Shares deposited with The Bank of New York Mellon, Citibank, N.A., Deutsche Bank Trust Company Americas, JPMorgan Chase Bank, N.A. or Convergenx Depository, Inc., as applicable, and trading on the over-the-counter market in the US;
"Allied Bidco"	means Atlas UK Bidco Limited;
"Allied Universal"	means Allied Universal Topco LLC;
"Allied Universal Group"	means Allied Universal and its subsidiaries and subsidiary undertakings from time to time and "member of the Allied Universal Group" shall be construed accordingly;
"Allied Universal Holdco"	means Allied Universal Luxembourg 1 SCSp;
"Announcement"	means this announcement made pursuant to Rule 2.7 of the City Code;
"Authorisations"	for the purpose of the relevant Conditions, means authorisations, orders, grants, recognitions, determinations, confirmations, consents, licences, clearances, permissions, exemptions and approvals;
"Blocking Law"	any provision of Council Regulation (EC) No 2271/1996 of 22 November 1996, including, for the avoidance of doubt, its annex, as amended as of the date of this Announcement (or any law or regulation implementing such Regulation in any member state of the European, or the United Kingdom);
"Business Day"	means a day, other than a public holiday, Saturday or Sunday, when banks are open in London for general banking business;
"CDPQ"	means Caisse de d�p�t et placement du Qu�bec;
"Citi"	means Citigroup Global Markets Limited;
"City Code"	means the City Code on Takeovers and Mergers as issued from time to time by or on behalf of the Panel;
"CJDA"	has the meaning given to it in paragraph 17;
"Closing Price"	means the closing middle market quotation of a share derived from the daily official list of the London Stock Exchange;
"Conditions"	means the conditions to the implementation of the Offer set out in Part A of Appendix 1



to this Announcement and to be set out in the Offer Document;

"Confidentiality Agreement"	has the meaning given to it in paragraph 17;
"Co-operation Agreement"	has the meaning given to it in paragraph 17;
"Court"	means the High Court of Justice in England and Wales;
"Court Meeting"	means, should the Offer be implemented by way of the Scheme, the meeting of the G4S Shareholders to be convened by order of the Court pursuant to section 896 of the Act for the purpose of considering and, if thought fit, approving the Scheme (with or without amendment) and any adjournment, postponement or reconvention thereof;
"Credit Suisse"	means Credit Suisse International;
"Deferred Prosecution Agreement"	means the deferred prosecution agreement between G4S Care and Justice Services (UK) Ltd and the Serious Fraud Office in connection with contracts for electronic monitoring, which received approval on 17 July 2020;
"Disclosed"	means the information fairly disclosed by, or on behalf of G4S: (i) in the G4S 2019 Integrated Annual Report and Accounts; (ii) in the G4S Group H1 2020 reporting announcement dated 23 July 2020; (iii) in the G4S's nine-month trading update dated 12 October 2020; (iv) in any other public announcement made by G4S in accordance with the Market Abuse Regulation, the Listing Rules and the Disclosure Guidance and Transparency Rules prior to this Announcement after 31 December 2019; and/or (iv) in writing to Allied Bidco and/or the Allied Universal Group and/or their respective officers, employees, agents or advisers in their capacity as such prior to the date of this Announcement;
"Disclosure Guidance and Transparency Rules"	means the rules and regulations made by the FCA under Part VI of the Financial Services and Markets Act 2000 (as amended from time to time), referred to in section 73A(2) of the same and contained in the FCA's publication of the same name (as amended from time to time);
"Effective Date"	means the date on which: a) the Offer becomes or is declared unconditional in all respects; or b) if Allied Bidco elects to implement the Offer by way of a Scheme, the date on which the Scheme becomes effective in accordance with its terms;
"Eligible G4S Shareholders"	means G4S Shareholders, other than Restricted G4S Shareholders;
"Enlarged Group"	means the enlarged group following completion of the Offer, comprising the Allied Universal Group and the G4S Group;
"Equity Commitment Letter"	means the equity commitment letter entered into between WP AUSA I-A L.P., WP AUSA I-A Partners, L.P., Atlas PG Co-Invest, L.P., Atlas Co-Invest, L.P., Atlas WP Co-Invest III, L.P. and Allied Bidco and dated 8 December 2020;
"EU" or "European Union"	means an economic and political union of 27 member states which are located primarily in Europe;

"EUMR"	means the EU Merger Regulation (No 139/2004);
"Executive Retention Arrangements"	has the meaning given to it in paragraph 11;
"FCA"	means the UK Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000, or any successor authority or authorities, as relevant;
"Fleming"	means Fleming Capital Securities, Inc.;
"Form of Acceptance"	means the form of acceptance to accept the Offer;
"GardaWorld"	means Garda World Security Corporation;
"GardaWorld Offer"	has the meaning given to it in paragraph 6;
"Goldman Sachs"	means Goldman Sachs International;
"G4S" or "Company"	means G4S plc, incorporated in England and Wales with registered number 04992207;
"G4S 2019 Integrated Annual Report and Accounts"	means G4S's integrated report and accounts for the financial year ending 31 December 2019, published by G4S on 29 April 2020;
"G4S ADR Holders"	means the holders of G4S ADRs;
"G4S ADRs"	means the ADRs each evidencing five G4S Shares in the capital of G4S;
"G4S Board"	means the G4S Directors collectively;
"G4S Directors"	means the directors of G4S as at the date of this Announcement or, where the context so requires, the directors of G4S from time to time;
"G4S General Meeting"	means, should the Offer be implemented by way of the Scheme, the general meeting of G4S Shareholders (and any adjournment thereof) to be convened for the purpose of considering and, if thought fit, approving the shareholder resolutions necessary to enable G4S to implement the Offer;
"G4S Group"	means G4S and its subsidiaries and subsidiary undertakings from time to time and a "member of the G4S Group" shall be construed accordingly;
"G4S Share Schemes"	means the employee share schemes of G4S as described in the G4S 2019 Integrated Annual Report and Accounts;
"G4S Shareholders"	means the holders of G4S Shares;
"G4S Shares"	means the shares of 25 pence each in the capital of G4S and includes: <ul style="list-style-type: none"> <li>a) the existing unconditionally allotted or issued and fully paid (or credited as fully paid) ordinary shares of 25 pence each in the capital of G4S;</li> <li>b) any further ordinary shares of 25 pence each in the capital of G4S which are unconditionally allotted or issued and fully paid (or credited as fully paid) before the date on which the</li> </ul>

Offer closes (or such earlier date or dates as Allied Bidco may, subject to the City Code, determine); and

- c) any G4S Shares held as treasury shares that cease to be held as treasury shares before the date on which the Offer closes (or such earlier date or dates as Allied Bidco may, subject to the City Code, determine),

but excludes any shares held as treasury shares on such date as Allied Bidco may determine before the Offer closes (which may be a different date(s) to the date referred to in b) and c)), and "G4S Share" means any one of them;

"G4S UK Pension Scheme"	has the meaning given to it in paragraph 11;
"G4S UK Pension Trustee"	means G4S Trustees Ltd, incorporated in England and Wales with registered number 09959550 and "Board of the G4S UK Pension Trustee" means the board of directors of G4S UK Pension Trustee as at the date of this Announcement or, where the context so requires, from time to time;
"G4S VP Holders"	means holders of G4S VP Interests;
"G4S VP Interests"	means the interests based upon an underlying G4S Share being placed in custody with and registered in the name of HSBC Bank plc as nominee on behalf of Danske Bank A/S for the purpose of Danske Bank A/S having issued an uncertificated security admitted for trading and official listing on Nasdaq Copenhagen A/S as a G4S Share issued in VP;
"HMRC"	means H M Revenue & Customs;
"HSR Act"	means the Hart Scott Rodino Antitrust Improvements Act of 1976, as amended from time to time and the regulations promulgated thereunder;
"Interim Facilities Agreement"	means the interim facilities agreement incorporating (i) interim term loan facilities in an aggregate principal amount equal to £367,647,060; (ii) interim term loan facilities in an aggregate principal amount equal to 1,528,455,290; (iii) interim term loan facilities in an aggregate principal amount equal to US\$3,910,000,000; (iv) an interim multicurrency revolving facility in an aggregate amount equal to US\$250,000,000; and (v) an interim multicurrency revolving facility in an aggregate amount equal to 300,000,000, entered into on or before the date hereof between, among others, Allied Bidco (as guarantor) and Atlas LuxCo 4 S.À r.l. (as borrower), Credit Suisse International, Credit Suisse AG, Cayman Islands Branch, Morgan Stanley Senior Funding, Inc., Deutsche Bank AG New York Branch, Deutsche Bank AG Cayman Islands Branch, BNP Paribas, HSBC Bank USA, N.A., Mizuho Bank, Ltd., and SociÃ©tÃ© Generale (as interim lenders) and Credit Suisse AG, Cayman Islands Branch (as interim facility agent);
"J.P. Morgan Cazenove"	means J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove);
"Lazard"	means Lazard & Co., Limited;
"Listing Rules"	means the rules and regulations made by the FCA under Part VI of the Financial Services and Markets Act 2000, as amended,

and contained in the FCA's publication of the same name (as amended from time to time);

"London Stock Exchange"	means London Stock Exchange plc;
"Market Abuse Regulation"	means the Market Abuse Regulation (2014/596/EU);
"Memorandum of Understanding"	has the meaning given to it in paragraph 11;
"Minimum Acceptance Threshold"	has the meaning given to it in paragraph 20;
"Moelis & Company"	means Moelis & Company LLC;
"Morgan Stanley"	means Morgan Stanley & Co. International plc;
"Offer"	means the offer for the entire issued and to be issued share capital of G4S by Allied Bidco, to be implemented by way of a takeover offer as defined in Chapter 3 of Part 28 of the Act as described in this Announcement and to be set out in the Offer Document (or by way of the Scheme, under certain circumstances described in this Announcement) (and, where the context admits, any subsequent revision, variation, extension or renewal of such offer, including any revision, variation, extension or renewal of such offer including any election or alternative available in connection with it);
"Offer Document"	means the document to be dispatched to G4S Shareholders, containing (among other things) the terms and conditions of the Offer;
"Offer Period"	means the offer period (as defined by the City Code) relating to G4S, which commenced on 14 September 2020 <sup>3</sup> / <sub>4</sub>
"Official List"	means the official list maintained by the FCA;
"Opening Position Disclosure"	means an announcement pursuant to Rule 8 of the City Code containing details of interests or short position in, or rights to subscribe for, any relevant securities of a party to an offer;
"Panel"	means the Panel on Takeovers and Mergers;
"Post-Completion Review"	means the full evaluation of the G4S Group and its strategy, operations and organisational structure which Allied Bidco intends to carry out with G4S's management following completion of the Offer;
"Restricted G4S Shareholders"	means those G4S Shareholders who are located in a Restricted Jurisdiction;
"Restricted Jurisdiction"	means any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Offer is sent or made available to G4S Shareholders in that jurisdiction;
"Scheme"	means, should the Offer be implemented by way of a scheme of arrangement under Part 26 of the Act, such scheme of arrangement between G4S and the G4S Shareholders to

implement the Offer with or subject to any modification, addition or condition approved or imposed by the Court;

"Scheme Document"	means, should the Offer be implemented by way of the Scheme, the document to be despatched to G4S Shareholders, including the particulars required by section 897 of the Act, including any supplementary scheme document;
"Scheme Order"	means, should the Offer be implemented by means of the Scheme, the order of the Court sanctioning the Scheme under section 899 of the Act;
"Takeover Panel Protocol"	has the meaning given to it in paragraph 17;
"US" or "United States"	means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;
"US Exchange Act"	means the US Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder;
"VP"	means VP Securities A/S, a Danish Central Depository System in which securities tradable on Nasdaq Copenhagen A/S are issued;
"Warburg Pincus"	means Warburg Pincus LLC;
"Wider Allied Universal Group"	has the meaning given to it in Appendix 1; and
"Wider G4S Group"	has the meaning given to it in Appendix 1.

All times referred to are London time, unless otherwise stated.

All references to "GBP", "pence", "sterling" or "£" are to the lawful currency of the United Kingdom.

All references to "US\$", "dollars", or "\$" are to the lawful currency of the United States of America.

All references to "EUR" are to the lawful currency of the member states of the European Union that have adopted the euro as their lawful currency.

All references to statutory provision or law or to any order or regulation shall be construed as a reference to that provision, law, order or regulation as extended, modified, replaced or re-enacted from time to time and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom.

All references to "relevant securities" are to that term as it is defined in the City Code.

All references to "subsidiary", "subsidiary undertaking", "undertaking" and "associated undertaking" have the respective meanings given to them in the Act.

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