

G4S plc - Outcome of Auction Process

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FOR IMMEDIATE RELEASE

23 February 2021

G4S plc (“G4S” or the “Company”) Outcome of Auction Process

The Board of G4S notes the recent announcements by Garda World Security Corporation (“**GardaWorld**”) declaring that its cash offer of 235 pence per G4S share is final and will not be revised (the “**Final GardaWorld Offer**”) and that Allied Universal Topco LLC (“**Allied Universal**”) has confirmed to the Takeover Panel that it will not revise its cash offer of 245 pence per G4S share (the “**Final Allied Universal Offer**”). The Allied Universal announcement (the “**Allied Announcement**”) containing details regarding the Final Allied Universal Offer and further regulatory approvals received is available in the Regulated Auction Process section at www.g4s.com/investors/offers.

The price of the Final Allied Universal Offer is superior to the price of the Final GardaWorld Offer. Accordingly, the G4S Directors unanimously recommend that G4S shareholders accept the Final Allied Universal Offer, and in order to ensure the successful closing of the Final Allied Universal Offer, urge G4S shareholders to accept immediately. The Final Allied Universal offer price of 245 pence per G4S share 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);
- a premium of approximately 91 per cent. to the three-month volume weighted average closing price of 128 pence per G4S share on 11 September 2020;
- a premium of approximately 11 per cent. to the highest closing price of 222 pence per G4S share for the 52-week period ended 11 September 2020;
- a premium of approximately 4 per cent. to the Final GardaWorld Offer.

The Final Allied Universal Offer values the issued and to be issued ordinary share capital of G4S at approximately £3.8billion.

Commenting on the Final Allied Universal Offer, John Connolly, Chairman of the G4S Board, said:

“Throughout this process, the G4S Board has prioritised the interests of the Company’s stakeholders. By successfully establishing a competitive process and providing offerors with equal access to extensive due diligence information, the Board has been able to maximise shareholder value and put in place important protections for employees.”

Allied Universal’s final offer of 245p per share reflects the transformation of G4S under Ashley Almanza and his leadership team, supported by the impressive efforts of all G4S employees. The business has been fundamentally refocused and re-positioned as a global leader to address long-term growth in security markets, with a unique market footprint and industry-leading expertise.

We are therefore unanimously recommending it to our shareholders. This paves the way for a positive conclusion to the offer period and I would like to thank G4S employees and my fellow Board members for their work during this time.”

Commenting on the Final Allied Universal Offer, Ashley Almanza, Chief Executive Officer of G4S, said:

“G4S’s successful transformation into a focused global leader in security services has created substantial value for shareholders. This transformation has also made possible a combination with Allied Universal that creates a leader in integrated security with over 750,000 employees, industry-leading expertise and a strong global platform.

Notes to Editors

G4S is the leading global security company, specialising in the provision of security services and solutions to customers. Our mission is to create material, sustainable value for our customers and shareholders by being the supply partner of choice in all our markets.

G4S is quoted on the London Stock Exchange and has a secondary stock exchange listing in Copenhagen. After taking account of the businesses being sold in the year, G4S is active in more than 80 countries and has around 533,000 employees. For more information on G4S, visit www.g4s.com.

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 Final Allied Universal Offer or otherwise nor shall there be any sale, issuance or transfer of securities of G4S pursuant to the Final Allied Universal Offer in any jurisdiction in contravention of applicable laws.

If you have accepted the GardaWorld offer but now wish to accept the Final Allied Universal Offer, you need to withdraw your acceptance of the GardaWorld offer and then accept the Final Allied Universal Offer. Instructions on how to withdraw any acceptance of the GardaWorld offer are set out in paragraph 5 of Section C of Part 2 of the GardaWorld offer document dated 17 October 2020.

If you have any questions relating how to withdraw any acceptance of the GardaWorld offer, please telephone Link Group on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am—5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Important Notices

Citigroup Global Markets Limited ("Citi"), which is authorised by the Prudential Regulation Authority ("PRA") and regulated in the UK by the Financial Conduct Authority ("FCA") and the PRA, is acting exclusively for G4S 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 in this announcement and will not be responsible to anyone other than G4S for providing the protections afforded to clients of Citi nor for providing advice in relation to any matter referred to herein.

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Each of J.P. Morgan Cazenove, Citi, Goldman Sachs and Lazard & Co. Limited has 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

appear.

Disclosure Requirements

Under Rule 8.3(a) of the Code, any person who is interested in 1% 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 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (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 Code, any person who is, or becomes, interested in 1% 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 of the Code. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (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 of the Code.

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 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 Takeover Panel's website at 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.

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 Universal during the offer period as required under Section 4 of Appendix 4 of the Code.

Rule 26.1 Disclosure

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available at www.g4s.com/investors/offers, by no later than 12 noon (London time) on the business day following this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

General

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.