



G4S PLC ANNUAL GENERAL MEETING 2018

Tuesday, 15 May 2018 at 2.00 pm

At the Holiday Inn London Sutton,
Gibson Road,
Sutton,
Surrey SM1 2RF
UK



This document is important and requires your immediate attention.

If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional advisor authorised under the Financial Services and Markets Act 2000 as amended if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial advisor.

If you have sold or otherwise transferred all your shares in G4S plc, please send this Notice and the accompanying documents to the person through whom the sale or transfer was effected so that it can be passed on to the purchaser or transferee.



John Connolly
Chairman

Dear Shareholder

I look forward to welcoming you to the 2018 G4S plc Annual General Meeting at the Holiday Inn, Sutton on Tuesday, 15 May 2018. The meeting will start at 2pm and this Notice of Annual General Meeting sets out the business to be conducted at the meeting. A detailed review of the year can be found in the G4S plc 2017 Integrated Report and Accounts which is available at www.g4s.com/investors.

Your directors are of the view that all resolutions that are to be proposed at the Annual General Meeting are in the best interests of the company and its shareholders and therefore recommend unanimously that you vote in favour of the resolutions. The directors intend to do so in respect of their own holdings and I refer you to the section in this Notice, "Recommendation and explanatory notes relating to business to be conducted at the Annual General Meeting on 15 May 2018".

Please also read the Important information about attending the Annual General Meeting, which is at page 7 of this Notice. It describes the security measures and requirements which will be in place to ensure that your meeting is conducted in an orderly manner, which is in the interests of all shareholders. Please note that you will not be permitted to take any bags or baggage into the meeting, so all items, including briefcases and handbags, will need to be left in the cloakroom or in lockers provided at the venue.

We are aware that a number of shareholders hold their shares through brokers and nominees. As those shareholders' names do not appear on our register, additional documentation is required for them to attend the Annual General Meeting. These requirements can be found in the notes to this Notice which are on page 6 of this Notice.

Your votes do matter. Whether or not you are able to attend the AGM, you can complete and submit your proxy vote online via the share portal at www.signalshares.com. Further information about how to vote and attend the meeting is given on pages 5 and 6 of this Notice.

On behalf of the board of directors, I would like to thank you for your continued support for the company and I look forward to seeing you at the Annual General Meeting.

Yours sincerely

John Connolly
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of G4S plc will be held in the Orchard Suite at the Holiday Inn London Sutton, Gibson Road, Sutton, Surrey SM1 2RF, UK on Tuesday, 15 May 2018 at 2.00 pm in order to consider and, if thought fit, to pass the following Resolutions:

Resolutions 1 to 16 will be proposed as ordinary resolutions. Resolutions 17 to 21 will be proposed as special resolutions.

Report and Accounts

1. To receive the financial statements of the company for the year ended 31 December 2017 and the reports of the directors and auditor thereon.

Remuneration

2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) as set out in the company's integrated report and accounts for the year ended 31 December 2017.

Dividend

3. To declare a final dividend for the year ended 31 December 2017 of 6.11p (DKK 0.5097) for each ordinary share in the capital of the company.

Directors

4. To elect John Ramsay as a director.
5. To re-elect Ashley Almanza as a director.
6. To re-elect John Connolly as a director.
7. To re-elect John Daly as a director.
8. To re-elect Winnie Kin Wah Fok as a director.
9. To re-elect Steve Mogford as a director.
10. To re-elect Paul Spence as a director.
11. To re-elect Barbara Thoralfsson as a director.
12. To re-elect Tim Weller as a director.

Auditor

13. To re-appoint PricewaterhouseCoopers LLP as auditor of the company to hold office until the conclusion of the next Annual General Meeting of the company.
14. To authorise the audit committee of the board to determine the remuneration of the auditor.

Authority to Make Political Donations

15. That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the company and all companies which are subsidiaries of the company during the period when this Resolution 15 has effect be and are hereby unconditionally authorised to:
 - (i) make political donations to political parties or independent election candidates not exceeding £50,000 in total;

- (ii) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (iii) incur political expenditure not exceeding £50,000 in total;

(as such terms are defined in the Act) during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the next Annual General Meeting of the company provided that the authorised sum referred to in paragraphs (i), (ii) and (iii) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the company enters into any contract or undertaking in relation to the same.

Directors' Authority to Allot

16. That the directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of Companies Act 2006 (the "Act") to exercise all the powers of the company to allot shares in the company or grant rights to subscribe for; or convert any security into, shares in the company:

- (i) up to an aggregate nominal amount of £129,299,000; and
- (ii) comprising equity securities (as defined in section 560 of the Act) up to a further aggregate nominal amount of £129,299,000 provided that they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems arising under the laws of any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the company or, if earlier, on the 14 August 2019, save that the company shall be entitled

to make offers or enter into agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired; and all unexpired authorities granted previously to the directors to allot relevant securities under section 551 of the Act shall cease to have effect at the conclusion of this Annual General Meeting (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this Resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Authority for the Disapplication of Statutory Pre-emption Rights

17. That, subject to the passing of Resolution 16, the directors be and are hereby authorised to allot equity securities (as defined in the Companies Act 2006 (the "Act")) for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- (i) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of equity securities (but in the case of the authority granted under paragraph (ii) of Resolution 16 above, by way of rights issue only) to or in favour of the holders of shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record date(s), but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates, shares represented by depositary receipts, legal or practical problems arising under the laws of any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and
- (ii) the allotment of equity securities or sale of treasury shares (otherwise than under sub-paragraph (i) of this Resolution 17) up to a nominal amount of £19,394,000;

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the company, or if earlier, close of business on 14 August 2019, save that the company shall be entitled to make offers or enter into agreements before the expiry of such authority which would or might require equity securities to be allotted (and treasury shares to be sold)

after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Additional Authority for the Disapplication of Statutory Pre-emption Rights

18. That, subject to the passing of Resolution 16, the directors be authorised, in addition to any authority granted under Resolution 17, to allot equity securities (as defined in the Companies Act 2006 (the "Act")) for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £19,394,000; and
- (ii) used only for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of the company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the company, or if earlier, close of business on 14 August 2019, save that the company shall be entitled to make offers or enter into agreements before the expiry of such authority which would or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to Purchase Own Shares

19. That the company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act (the "Act"), to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 25p each in the capital of the company on such terms and in such manner as the directors may from time to time determine, provided that:

- (i) the maximum number of such shares which may be purchased is 155,159,000;
- (ii) the minimum price which may be paid for each such share is 25p (exclusive of all expenses);
- (iii) the maximum price (excluding expenses) which may be paid for any such share is the higher of (a) an

amount equal to 105% of the average of the middle market quotations for an share in the company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (b) the amount stipulated by Article 3(2) of the EU Buy-back and Stabilisation Regulation (2016/1052/EU) being the higher of the price of the last independent trade and the highest current independent bid for a share in the company on the trading venues where the market purchases by the company pursuant to the authority conferred by this Resolution 19 will be carried out); and

- (iv) this authority shall expire at the conclusion of the Annual General Meeting of the company to be held in 2019 (except in relation to the purchase of such shares the contract for which was entered into before the expiry of this authority and which might be executed wholly or partly after such expiry).

Amendment to the Articles of Association

20. To adopt as the new Articles of Association of the company, the Articles of Association set out in the document produced to the meeting and, for the purposes of identification, signed by the chairman, so that the new Articles of Association apply in substitution for and to the exclusion of the company's existing Articles of Association.

Notice Period for General Meetings Other Than AGMs

21. That a general meeting of the company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the board

Celine Barroche
Company Secretary

3 April 2018
5th Floor, Southside
105 Victoria Street
London SW1E 6QT

Company No. 4992207
LEI Code 549300L3KWKK8X35QR12

Recommendation and explanatory notes relating to business to be conducted at the Annual General Meeting on 15 May 2018

The board of G4S plc considers that the Resolutions set out in this Notice are likely to promote the success of the company and are in the best interests of the company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings. The ordinary resolutions (Resolutions 1 to 16) will be passed if there are more votes cast for the resolution than those cast against it. The special resolutions (Resolutions 17 to 21) will be passed if at least 75% of the votes cast are in favour of the resolution.

Financial statements of the company (Resolution 1)

The chairman will present the financial statements of the company for the year ended 31 December 2017 and the reports of the directors and auditor thereon to the Annual General Meeting.

Remuneration (Resolution 2)

Resolution 2 is the resolution to approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy). As this is an advisory resolution, it does not affect the future remuneration paid to any director.

At the 2017 annual general meeting, the Directors' Remuneration Policy was approved by shareholders. The Directors' Remuneration Policy is not therefore required to be approved at this year's annual general meeting. The policy will be put to shareholders again no later than the company's annual general meeting in 2020.

Final dividend (Resolution 3)

A final dividend of 6.11 p (DKK 0.5097) per ordinary share for the year ended 31 December 2017 is recommended by the directors for payment. If the recommended final dividend is approved, it will be paid on 15 June 2018 to all ordinary shareholders who were on the register of members at the close of business on 4 May 2018.

Election and re-election of directors (Resolutions 4 to 12)

Resolutions 4 to 12 deal with the election and re-election of directors. John Ramsay offers himself for election as a director of the company. Ashley Almanza, John Connolly, John Daly, Winnie Kin Wah Fok, Steve Mogford, Paul Spence, Barbara Thoralfsson and Tim Weller offer themselves for re-election in accordance with the requirements of the UK Corporate Governance Code which provides for all directors of FTSE 350 companies to be subject to re-election by shareholders every year.

The board has confirmed, following a performance evaluation, that all directors standing for re-election continue to make a substantial contribution to the leadership and governance of the company. They continue to be effective and demonstrate commitment to their roles and their respective skills complement each other to enhance the overall operation of the board. This effectiveness is

based on a number of factors, including their business skills, industry experience and other considerations, such as diversity in terms of gender, nationality and skills, personal attributes and experience. The board has also considered whether each of the independent non-executive directors is free from any relationship that could materially interfere with the exercise of his or her independent judgment and has determined that each continues to be considered to be independent.

John Ramsay was appointed to the board as a non-executive director on 1 January 2018 and is standing for election. John Ramsay is a chartered accountant and is highly experienced in international innovation focused businesses and the board is already benefitting from his considerable experience and knowledge. The board fully supports his election.

Biographies of each of the directors seeking election or re-election are set out in Appendix A to this Notice.

Appointment of auditor and auditor's remuneration (Resolutions 13 and 14)

Resolution 13 relates to the re-appointment of PricewaterhouseCoopers LLP ("PwC") as the company's auditor to hold office until the next Annual General Meeting of the company.

Resolution 14 authorises the Audit Committee of the board to set the auditor's remuneration. The G4S group audit was put out to tender in 2014. PwC was appointed the Group's new external auditor for the 2015 financial year. PwC was subsequently re-appointed at the 2016 Annual General Meeting to hold office until the next Annual General Meeting, and again at the 2017 Annual General Meeting. Further details in relation to the assessment of the effectiveness of the external audit process and the policy on non-audit services are set out in the Audit Committee Report on page 90 of the 2017 Integrated Report and Accounts.

Political donations (Resolution 15)

Resolution 15 deals with the rules on political donations contained in the Act. Under these rules, political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to decide as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review or reform, may fall within this.

Therefore, notwithstanding that the company has not made political donations requiring shareholder authority in the past, and has no intention either now or in the future of making any such political donation or incurring any such political expenditure in respect of any political party, political organisation or independent election candidate, the board has decided to

put forward Resolution 15, which is the same as the resolution on this subject which was passed at the company's Annual General Meeting held on 25 May 2017. This will allow the company to support the community and put forward its views to wider business and government interests without running the risk of being in breach of the law. This authority will cover the period from the date Resolution 15 is passed until the conclusion of the next Annual General Meeting of the company. As permitted under the Act, Resolution 15 also covers political donations made, or political expenditure incurred, by any subsidiaries of the company.

Authority to allot shares (Resolution 16)

Resolution 16 seeks shareholder approval for the directors to be authorised to allot shares. At the last Annual General Meeting of the company held on 25 May 2017, the directors were given authority to allot ordinary shares in the capital of the company up to a maximum nominal amount of £258,598,000. This authority expires at the end of this year's Annual General Meeting. Of this amount shares up to a nominal amount of £129,299,000 could only be allotted pursuant to a rights issue.

Resolution 16 will, if passed, renew this authority to allot on the same terms as last year's resolution. The board considers it appropriate that the directors be granted the same authority to allot shares in the capital of the company up to a maximum nominal amount of £258,598,000, representing a little under two thirds of the company's issued ordinary share capital as at 29 March 2018 (the latest practicable date prior to publication of this Notice). Of this amount, shares up to a nominal amount of £129,299,000, representing a little under one third of the company's issued ordinary share capital can only be allotted pursuant to a rights issue. The authority will last until the conclusion of the next Annual General Meeting in 2019 or, if earlier, on 14 August 2019. The directors do not have any present intention of exercising this authority.

As at the date of this Notice, the company does not hold any ordinary shares in the capital of the company in treasury. However, the 4,362,068 shares held within the G4S Employee Benefit Trust and referred to on page 116 of the company's 2017 Integrated Report and Accounts (Note 36 to the consolidated financial statements) are accounted for as treasury shares.

Authorities for the Disapplication of Statutory Pre-emption Rights (Resolutions 17 and 18)

Under section 561 of the Act, if the directors wish to allot shares for cash (other than in connection with an employees' share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings (a pre-emptive offer). There may be occasions, however, when the directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. These disapplication authorities

are sought in Resolution 17 and Resolution 18 in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles (the "Pre-emption Principles").

Resolution 17 seeks shareholder approval to give the directors authority to allot equity securities in the capital of the company pursuant to the authority granted under Resolution 16 for cash without complying with the pre-emption rights procedures and requirements in the Act in certain circumstances. This authority will permit the directors to allot:

- (a) equity securities up to a nominal amount of £258,598,000 (representing approximately two thirds of the company's issued share capital) on an offer to existing shareholders. However unless the shares are allotted pursuant to a rights issue (rather than an open offer), the directors may only allot shares up to a nominal amount of £129,299,000 (representing a little under one third of the company's issued share capital) (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the directors see fit); and
- (b) equity securities up to a maximum nominal value of £19,394,000 representing approximately 5% of the issued ordinary share capital of the company as at 29 March 2018 (the latest practicable date prior to publication of this Notice) otherwise than in connection with an offer to existing shareholders.

Resolution 18, in accordance with the Pre-emption Principles revised in 2015 (and supplemented in 2016), provides an additional authority for an issue of shares otherwise than in connection with a pre-emptive offer in relation to a further 5% of the company's issued ordinary share capital, provided that the additional 5% authority is used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. The directors believe that it is appropriate to seek this additional 5% authority in Resolution 18 to give the company the flexibility that this resolution affords.

The directors confirm, in accordance with the Pre-emption Principles, that they do not intend to issue shares for cash representing more than 7.5% of the company's issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with shareholders.

As noted in relation to Resolution 16 above, the directors have no current intention of exercising this authority.

The authorities contained in Resolution 17 and 18 will expire upon the expiry of the

general authority conferred by Resolution 16 (i.e. at the conclusion of the next Annual General Meeting of the company or, if earlier, on the 14 August 2019).

Purchase of own shares (Resolution 19)

Resolution 19 seeks to renew the company's authority to buy back its own ordinary shares in the market as permitted by the Act. The authority limits the number of shares that could be purchased to a maximum of 155,159,000 (representing a little less than 10% of the company's issued ordinary share capital as at 29 March 2018 (the latest practicable date prior to publication of this Notice) and sets minimum and maximum prices. This authority will expire at the conclusion of the company's Annual General Meeting in 2019.

The directors have no present intention of exercising the authority to purchase the company's ordinary shares but will keep the matter under review, taking into account the financial resources of the company, the company's share price and future funding opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interest of shareholders generally. No shares were purchased pursuant to the equivalent authority granted to the directors at the company's last Annual General Meeting.

As at 29 March 2018 (the latest practicable date prior to the publication of this Notice), there were no options over the ordinary shares in the capital of the company.

Amendment to the Articles of Association (Resolution 20)

It is proposed to adopt new Articles of Association (the 'new articles') principally in order to reflect developments in practice and legislation, and to provide clarification and additional flexibility. Due to the extent of the changes, the company is proposing the adoption of a complete set of new articles to replace the current Articles of Association (the 'current articles'). The principal changes being proposed in the new articles are summarised in Appendix B. Other changes, which are of minor, technical or clarifying nature, have not been noted.

A copy of the new articles (together with a copy marked up to show the changes from the current articles) are available for inspection at the company's registered office from the date of this Notice until the close of the meeting. They will be available for inspection during normal business hours, Monday to Friday (except public holidays).

A copy of the new articles and a copy marked up to show the changes from the current articles are also available at www.g4s.com/aggm.

Period of notice for calling general meetings (Resolution 21)

Resolution 21 is a resolution to allow the company to hold general meetings (other than Annual General Meetings) on 14 days' notice.

The minimum notice period permitted by the Act for general meetings (other than Annual General Meetings) is 21 days. However the Act allows companies to reduce this period to 14 days (other than for Annual General Meetings) provided that two conditions are met. The first condition is that the company offers a facility for shareholders to vote by electronic means. This condition is met if the company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The board is therefore proposing Resolution 21 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the company other than Annual General Meetings. The approval will be effective until the company's next Annual General Meeting, when it is intended that the approval be renewed.

The board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive

NOTES

Entitlement to attend and vote and to appoint proxies

1. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the company of the votes they may cast), shareholders must be registered in the Register of Members of the company at close of business on 11 May 2018 (or, in the event of any adjournment, at close of business on the date which is two working days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the company. Instructions on how to make such appointment and give proxy instructions accompanies this Notice or will have been sent to you separately by post unless you have elected to receive shareholder communications electronically. Both of these communications include details of how to vote using the registrar's share portal at www.signalshares.com.

Recommendation and explanatory notes relating to business to be conducted at the Annual General Meeting on 15 May 2018 *continued*

3. If the appointment of a proxy is under power of attorney or any other authority, such authority under which it is executed must be delivered in hard copy form to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or, in the case of CREST members, by utilising the CREST electronic proxy appointment service as described in paragraphs 7 and 8 below. In each case the form of proxy must be received by the company no later than 2pm on 11 May 2018 being 48 hours before the meeting excluding non-working days. You may change your proxy instruction using the methods set out above. The deadline for receipt of proxy appointment also applies in relation to amended instructions. Persons listed on the VP Securities register should follow the instructions on the Voting Request Form.
4. The submission of a proxy instruction will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
5. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 2 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the company.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/en/about/our-rules.html). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the

information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 2pm on 11 May 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member; or sponsored member; or has appointed a voting service provider; to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Voting on all Resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as shareholders' votes are to be counted according to the number of shares held. As soon as practicable following the Annual General Meeting, the results of the voting at the meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the Resolutions will be announced via a Regulatory Information Service and also placed on the company's website: www.g4s.com/agm.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

Issued Share Capital

13. As at 29 March 2018 (being the latest practicable date prior to the publication of this Notice) the company's issued share capital consisted of 1,551,594,436 ordinary shares, carrying one vote each. Therefore, the total voting rights in the company as at 29 March 2018 was 1,551,594,436.

Audit Statements

14. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the company has been required under section 527 of the Act to publish on a website.

Information available on website

15. A copy of this Notice, and other information required by section 311A of the Act, can be found at www.g4s.com/agm.
16. Any electronic address or web site address is provided in this Notice solely for the purpose stated expressly herein and may not be used to communicate with the company other than for such purpose. Notwithstanding any telephone number, fax number or email address that appears on this document or elsewhere, neither the company nor Link Asset Services will accept voting instructions received via media other than by post, courier or hand, or by CREST Proxy Instruction in accordance with the notes above.

Important information about attending the Annual General Meeting

Where is the meeting and how do I get there?

Holiday Inn London Sutton, Gibson Road, Sutton, Surrey, SMI 2RF, UK.

See map on front cover. For more information and for directions please go to www.hilondonsuttonhotel.co.uk.

Accessibility

The venue caters for wheelchair users and should you require special parking arrangements for accessibility please contact the venue directly.

What do I need to bring?

If you are a shareholder and you have received a personalised Notice of Availability letter, you should bring it with you if you wish to attend the Annual General Meeting. If you do not have a Notice of Availability letter you should bring photographic proof of identity.

If you are attending as a proxy of a shareholder, your appointment as a proxy must be with our registrar, Link Asset Services, no later than 2pm on 11 May 2018. If you are attending as a representative of a corporate shareholder, you must bring the original of a currently dated corporate letter of representation as evidence of your entitlement to attend on behalf of that corporate shareholder. In either case (attending as a proxy of a shareholder or a corporate representative of a corporate shareholder) you should bring photographic proof of identity. If you hold your shares through a nominee, you must bring photographic proof of identity and evidence of your share ownership in the form of an original of a currently dated corporate letter of representation from your nominee.

What security measures should I expect?

We thank you in advance for your co-operation with our security staff. Security checks will be carried out on those attending the meeting and you will be asked to pass through our security systems and processes before entering the meeting. Please arrive in good time before the meeting commences to allow sufficient time for checks to be carried out.

Please note that you will not be permitted to take any bags, including handbags and briefcases, into the meeting. Those wishing to attend must be prepared to leave any bags or briefcases in the storage facilities provided.

Cameras, recording equipment and electronic communication equipment (including mobile phones, tablets and laptops) will not be permitted in the meeting and will also need to be placed in the storage facilities available.

Please note we will not permit behaviour which may interfere with anyone's safety or the orderly conduct of the meeting.

Anyone whom the directors, or those appointed by them for the purpose, reasonably believe intends to disrupt the proper business of the meeting may be prohibited from attending the meeting or excluded from it.

May I bring a guest?

The Annual General Meeting is a private meeting of the shareholders and their properly authorised representatives. Guests are not entitled to attend the meeting as of right but they may be permitted entry at the absolute discretion of the company.

Shareholders wishing to bring a guest must notify the company in advance by contacting the registrar, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (enquiries@linkgroup.co.uk) no later than 2pm on Friday 11 May 2018 who will advise of the company's decision on the request. Any permitted guests will be required to bring photographic proof of identity and to enter the meeting venue at the same time as the shareholder.

May I ask questions at the meeting?

Any shareholder attending the meeting has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

Appendix A – Director Biographies



1. John Connolly N Ri
 Non-Executive Director/
 Chairman of the board
Appointment to the board: June 2012
Committee membership: Nomination Committee (chair) and Risk Committee
Skills and experience: A chartered accountant with extensive experience working in a global business environment and in sectors with strategic relevance to the Group.
Career experience: Spent his career until May 2011 with global professional services firm Deloitte, was Global Managing Director and then Global Chairman between 2007 and 2011. He was Senior Partner and CEO of the UK Partnership from 1999 until his retirement from the firm.
Current external commitments: Chairman of the Great Ormond Street Hospital Charity board of trustees and director of a number of private companies.



2. Ashley Almanza Ri
 Chief Executive Officer
Appointment to the board: May 2013
Committee membership: Risk Committee
Skills and experience: Degree in Commerce from University of Natal and an MBA from the London Business School. Extensive board and executive management experience in complex international businesses.
Career experience: A number of senior executive roles at BG Group from 1993 to 2012, including CFO from 2002 to 2011 and Executive Vice President from 2009 to 2012, during which he led BG Group's UK, European and Central Asian businesses and the group's commercial strategy in Central Asia. A non-executive director of Schroders plc between 2011 and 2016.
Current external commitments: Non-executive director of Noble Corporation and Board member of the International Security Ligue.



3. John Daly Re A
 Non-Executive Director
Appointment to the board: June 2015
Committee membership: Remuneration Committee (chair) and Audit Committee
Skills and experience: Diploma in marketing and an MBA from the University of Dublin. Significant executive management experience in major international businesses with extensive knowledge of Asia and the Middle East.
Career experience: Worked in sales and marketing in the pharmaceutical industry before joining British American Tobacco (BAT) in 1994 and held various executive leadership positions worldwide over the next 20 years at BAT including COO & Regional Director for Asia Pacific.
Current external commitments: Non-executive Chairman of Britvic plc and non-executive director of Ferguson plc.



4. Winnie Kin Wah Fok C Re
 Non-Executive Director
Appointment to the board: October 2010
Committee membership: CSR Committee and Remuneration Committee
Skills and experience: An auditor by training, with a Bachelor of Commerce degree from the University of New South Wales, Australia and fellowship or membership of accounting bodies in Australia, Hong Kong and England.
Career experience: International board and senior management experience with extensive knowledge of Asian markets and strong involvement in Scandinavia. Involved in management positions in finance, audit and corporate advisory work and has had a wide range of roles in private equity firms investing with a particular focus in Asia.
Current external commitments: Senior advisor to Wallenberg Foundations AB; non-executive director of Volvo Car Corporation; and SEB AB and investment committee member for the HOPU Investment Fund.



5. Steve Mogford A N Ri
 Non-Executive Director/
 Senior Independent Director
Appointment to the board: May 2016
Committee membership: Audit Committee, Nomination Committee and Risk Committee
Skills and experience: First Class BSc Honours Degree in Astrophysics, Maths and Physics from Queen Elizabeth College, University of London. Extensive experience of delivery of complex programmes in the defence, infrastructure and utilities market.
Career experience: Served a 30-year career with British Aerospace, later BAE Systems, during which time he held several senior management positions before becoming COO, with particular responsibility for programmes, major projects and customer support, and a member of the BAE Systems plc board. Chief executive of SELEX Galileo for four years prior to joining United Utilities Group plc in 2011 as CEO.
Current external commitments: CEO of United Utilities Group plc.



6. John Ramsay A C
 Non-Executive Director
Appointment to the board: January 2018
Committee membership: Audit Committee (chair) and CSR Committee.
Skills and experience: A chartered accountant with extensive international experience in innovation-focused businesses.
Career experience: Began his career at KPMG and developed his experience in emerging markets, working in Malaysia and Latin America for the manufacturer ICI. In 1993 was appointed Finance Head, Asia Pacific for Zeneca Agrochemicals and later promoted to Group Financial Controller. In 2000 he joined Syngenta AG, as Chief Financial Controller; later being promoted to CFO until his retirement in 2016. Whilst at Syngenta he also served as interim CEO for nine months.
Current external commitments: Member of the Supervisory Board of Koninklijke DSM N.V. and a director of RHI Magnesita N.V.



7. Paul Spence



Non-Executive Director

Appointment to the board: January 2013

Committee membership: Risk Committee (chair), Audit Committee and CSR Committee

Skills and experience: Degree in economics and decision science from the Wharton School, University of Pennsylvania. In-depth knowledge of outsourcing in both the public and private sectors and extensive international experience in key emerging markets.

Career experience: Served a 30-year career with Capgemini, starting as managing partner of mid-Atlantic information and technology for Ernst & Young. He went on to gain significant international experience for 16 years as managing partner of Ernst & Young Consulting Australia, CEO of Capgemini Ernst & Young in Asia and then CEO in the UK. Then served on Capgemini's executive management committee for eight years as deputy group CEO and then CEO of Capgemini Global Outsourcing Services.

Current external commitments: Non-executive director of Actual Experience plc.



10. Tim Weller



Chief Financial Officer

Appointment to the board: October 2016 having previously served as non-executive director since April 2013.

Committee membership: Risk Committee

Skills and experience: BSc (Hons) Engineering Science degree from the University of Exeter. An accountant by training and a Fellow of the Institute of Chartered Accountants in England and Wales with significant experience of the energy and utilities sectors.

Career experience: Joined KPMG in 1985, rising to partnership in 1997 before joining Granada plc as director of financial control. He held CFO positions with Innogy, a leading integrated energy company at the time, RWE Thames Water and United Utilities Group plc. He was CFO of Cable & Wireless Worldwide plc between 2010 and 2011 and CFO of Petrofac Limited between 2011 and October 2016.

Current external commitments: Non-executive director of the Carbon Trust.



8. Clare Spottiswoode



Non-Executive Director

Appointment to the board: June 2010

Committee membership: CSR Committee (chair) and Remuneration Committee

Skills and experience: MA degree in mathematics and economics from Cambridge University and M.Phil. degree in economics from Yale University. Considerable experience in the public sector; the energy markets and the financial services sector.

Career experience: Worked for the UK Treasury, director general of Ofgas, the UK gas regulator; a policyholder advocate for Norwich Union's with-profits policyholders at Aviva and a member of the Independent Commission on Banking and the Future of Banking Commission.

Current external commitments: Non-executive director of Ilika plc, BW Offshore Limited, Just Group plc and Naftogaz, the Ukrainian state-owned oil and gas company as well as being a director of a number of other private companies.



9. Barbara Thoralfsson



Non-Executive Director

Appointment to the board: July 2016

Committee membership: Nomination Committee and Remuneration Committee

Skills and experience: MBA in marketing and finance, Columbia University, New York and a BA in psychology, Duke University, North Carolina. International executive and senior management experience in using technology to meet customers' needs and develop new business models. Strong knowledge of North America, Latin America, Scandinavia and Asia.

Career experience: After an early career in marketing, held senior management roles in the consumer goods and telecommunications sectors including CEO of NetCom ASA, Norway's second largest mobile network operator; between 2001 and 2005 and has subsequently served on the board of several international technology companies.

Current external commitments: Non-executive chair of ColArt Holdings Limited and non-executive director of Svenska Cellulosa Aktiebolaget SCA (publ), Essity Aktiebolag (publ) and Hilti AG.

Key to committee membership

Nomination

CSR

Risk

Audit

Remuneration

Committee chairman

Appendix – B

Explanatory notes of principal changes to the company's Articles of Association

Under Resolution 20, the company is proposing to adopt new articles which are intended to reflect developments in practice and legislation, and to provide clarification and additional flexibility. Set out below is a summary of the principal changes made to the current articles. Other changes, which are of minor, technical or clarifying nature, have not been detailed below.

Unless otherwise stated, article references below are to the new articles.

1. Share warrants (articles 5 and 6 of the current articles)

All of the provisions in the current articles relating to bearer shares or share warrants, that is shares represented by share warrants to bearer; have been deleted in the new articles. This is consistent with the changes to the Act which prohibit the creation of new bearer shares.

2. Disclosure of interests in shares (article 40)

The new articles include changes in relation to the powers of the company related to notices served under Section 793 of the Act, that require the disclosure of details of interests in shares in the company. The definition of what constitutes a default in supplying the information requested by the company is stated in the new articles to include the company knowing, or having reasonable cause to believe, that the information provided is false or materially incorrect.

3. Untraced members (article 41)

The new articles provide additional flexibility and forfeiture rights in relation to the sale of shares owned by shareholders who are untraced after a period of 12 years. Under the current articles, the company is required to give notice to untraced shareholders of an intention to sell their shares by way of an advertisement in a national newspaper in each of the United Kingdom and Denmark. Under the new articles the company must instead send a final notice to the last registered address of the shareholder and use reasonable steps to trace the shareholder including, if considered appropriate, using a professional asset reunification company or other tracing agent.

Under the current articles, the company may sell the shares of shareholders who have been untraced for a period of 12 years or more and can use the proceeds of that sale for the purposes of its business. The former shareholder must be listed as a creditor in its accounts, so that they may subsequently claim the proceeds at any time. The new articles treat the proceeds of such a sale, and any amounts including unclaimed dividends, as forfeited by the former shareholder if they are not claimed within four years after the sale, from which time the former shareholder has no further right to claim the proceeds. There is also no requirement to sell at the best price obtainable.

4. Form and conduct of general meetings (articles 45-72)

The new articles give the directors the power (but no obligation) to convene a general meeting which persons are entitled to attend by way of a hybrid meeting, that is to provide facilities for shareholders to attend a meeting which is being held at a physical place by electronic means as well. In addition to having the right to attend and participate at the physical place where the meeting is held, these changes will also allow members and/or proxies who are not present together at the same place to attend and participate at the meeting by electronic means. The new articles do not allow for a general meeting to be held only by electronic means.

The new articles also clarify the powers of the directors and the chairman of the meeting to promote security at meetings, and provide additional flexibility to the chairman of the meeting to promote the orderly conduct of the business of any general meeting.

5. Termination of appointments of proxy (article 84)

In accordance with changes to the Act, an amendment has been made to require that the termination of a proxy's authority must be in writing.

6. Non-executive directors' fees (article 91)

In line with institutional investor guidance, the current articles provide that the company may pay fees to the non-executive directors of up to £1,000,000 in aggregate each year (or such higher figure as may be approved by ordinary resolution) and may also pay additional fees for any special or extra services (for example in relation to Committee membership). These fees are exclusive of any salary or other remuneration paid to executive directors as employees. The basic limit was set some years ago, and the directors' fees are in any event now approved by shareholders as part of the Directors' Remuneration Policy.

The new articles increase the reference to the basic annual aggregate amount to £1,500,000 to provide sufficient headroom and flexibility. The new articles continue to allow for additional fees for extra services. The change to this overall limit will not change the fees payable to any individual director and such fees must in any event be in accordance with the current Directors' Remuneration Policy as approved by shareholders.

7. Annual retirement of directors (article 102)

The new articles do not contain any of the provisions in the current articles relating to retirement by rotation of directors at annual general meetings. Instead, in order to reflect what happens in practice and consistent with the UK Corporate Governance Code, the new articles provide that all directors will retire annually and be subject to election at annual general meetings (with the exception of a director appointed between the notice of meeting being sent out by the company and the meeting, who will retire at the first annual general meeting for which notice is given after their appointment).

8. Termination of a director's appointment (article 110)

The new articles have removed the provision in the current articles which states that the office of a director shall be vacated if he is, or may be, suffering from mental disorder and either he is admitted to hospital or a court order is made concerning a mental disorder for his detention or for the appointment of a guardian or other person to exercise powers with respect to his property or affairs. The new articles instead include a provision which states that the office of a director shall be vacated if a registered medical practitioner who has examined the director gives a written opinion to the company stating that he has become physically or mentally incapable of acting as a director and may remain so for more than a further three months and the directors pass a resolution stating that the director should cease to be a director. This is in response to developments in mental health legislation.

9. Directors' resolutions in writing (article 123)

Under the current articles, resolutions in writing are required to be 'executed by' the directors. The amendment to the article provides flexibility to make it clear that directors can sign or indicate their agreement to the resolution by signing one or more copies or indicating their agreement in writing (which includes by e-mail).

10. Dividend payment procedure (article 139)

Although the current articles permit the payment of dividends by electronic means, the new articles allow the directors to determine how dividends are paid to shareholders, which method shall be the default method for paying dividends and whether shareholders may (or may not) make an election for a distribution channel other than the default. The new articles also expressly state that, subject to the rights attaching to any shares, dividends may be paid in such currency and using such exchange rate as the directors may determine.

The board has no current plans to change the payment arrangements but it is important that the company is able to cater for new developments and changes in practice, including considering the efficiency and costs saving that would flow from a change to electronic only payment.

11. Forfeiture of unclaimed dividends (article 143)

In line with the general practice for listed companies, the new articles provide that unclaimed dividends would be forfeited without the need for the board to specifically resolve to forfeit the unclaimed dividends. The new articles also include an express provision for unclaimed dividends from untraced members to be forfeited four years after the company sells the relevant shares.

12. Scrip dividends (article 144)

The new articles state that a resolution to authorise a scrip dividend can only be for a maximum three-year period, instead of the current five-year period. This amendment has been made to bring the new articles in line with institutional investor guidance. In addition, certain changes have been made for clarification in relation to the process for electing to receive scrip dividends.

13. Indemnity (article 160)

The new articles clarify that provisions relating to the indemnification of directors, and purchase and maintenance of insurance for directors, also apply to directorships of subsidiary companies.

