



G4S plc Annual General Meeting 2020

Wednesday, 17 June 2020 at 11.30am BST

To be held at Sutton Park House
15 Carshalton Road,
Sutton,
Surrey, SM1 4LD
United Kingdom



Dear Shareholder

I am writing to you regarding our 2020 Annual General Meeting, which is due to be held on Wednesday 17 June 2020 at 11.30am at our offices, at Sutton Park House, 15 Carshalton Road, Sutton, Surrey, SM1 4LD.

As a consequence of the Covid-19 virus we are making changes to the way in which we conduct this year's Annual General Meeting. G4S understands and respects the importance of the Annual General Meeting to shareholders. The board greatly values the opportunity to meet shareholders in person. However, the health and safety of our shareholders, employees and the broader community is of paramount importance. G4S takes its responsibility to slow the spread of the virus seriously.

In light of the UK Government's current guidance on public gatherings of two or more people and its recommendations to take precautionary measures due to the risk of harm, **the board has concluded that shareholders will not be permitted to attend the Annual General Meeting in person this year**, as to do so would be inconsistent with current Government guidance. If mandatory Government restrictions change we will review our Annual General Meeting arrangements. Therefore shareholders are encouraged to monitor the G4S website in the AGM 2020 section, g4s.com/agm, for any further updates.

The Annual General Meeting will be kept as concise and efficient as possible and will be convened with the minimum necessary quorum of two shareholders present in order to conduct the business of the meeting. The format of the meeting will be functional to comply with relevant legal requirements. Our advisors and other guests have also been asked not to attend.

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.

Instead of attending this year's Annual General Meeting, shareholders are asked to please exercise their votes by submitting their proxy electronically or by post as soon as possible, and these must be received by 11.30am on 15 June 2020. Shareholders who wish to appoint a proxy should appoint the chair of the meeting as their proxy. As a result of the current Government restrictions, if a shareholder appoints someone else as its proxy, that proxy will not be able to attend the meeting in order to cast the shareholder's vote.

Clearly, in these uncertain times, the postal system may not be fully operational at all times and we would therefore strongly encourage you to lodge your proxy votes electronically via the share portal at signalshares.com. Your votes do matter. Proxy instructions (which include the ability to lodge proxies electronically) are set out in the explanatory notes to the Notice of Meeting on pages 6 and 7.

Shareholders are also invited to submit questions in advance of the meeting. Instructions on how to do this can be found on page 7. We will endeavour to answer questions received in advance, either by publishing responses on our website prior to or shortly after the Annual General Meeting.

This meeting is held to enable the company's owners to formally receive the company's accounts for 2019. A detailed review of the year can be found in the G4S plc Integrated Report and Accounts 2019 which is available at g4s.com/investors.

This Notice of Annual General Meeting sets out the business to be conducted at the meeting. 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, to create long term, sustainable success 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 17 June 2020".

Please also read the "Important information about the 2020 Annual General Meeting", which is at page 7 of this Notice.

The board would like to remind you again to monitor the G4S website in the AGM 2020 section, g4s.com/agm, for any further updates in relation to arrangements for the Annual General Meeting.

We are closely monitoring all developments and the UK Government's guidance relating to Covid-19. On behalf of the board, I would like to thank you for your continued support and understanding in these exceptional times, and wish you well as we all navigate the implications of Covid-19.

Yours sincerely

John Connolly
Chairman

Notice is hereby given that the Annual General Meeting of G4S plc will be held at Sutton Park House, 15 Carshalton Road, Sutton, Surrey, SM1 4LD, UK on Wednesday, 17 June 2020 at 11.30am BST in order to consider and, if thought fit, to pass the following Resolutions:

Resolutions 1 to 17 will be proposed as ordinary resolutions. Resolutions 18 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 2019 and the reports of the directors and auditor thereon.

Remuneration

2. To approve the Directors' Remuneration Policy as set out in the Directors' Remuneration Report in the company's 2019 Integrated Report and Accounts for the year ended 31 December 2019.
3. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) as set out in the company's 2019 Integrated Report and Accounts for the year ended 31 December 2019.

Directors

4. To elect Michel van der Bel as a director.
5. To elect Clare Chapman as a director.
6. To re-elect Ashley Almanza as a director.
7. To re-elect John Connolly as a director.
8. To re-elect Elisabeth Fleuriot as a director.
9. To re-elect Winnie Kin Wah Fok as a director.
10. To re-elect Steve Mogford as a director.
11. To re-elect John Ramsay as a director.
12. To re-elect Barbara Thoralfsson as a director.
13. To re-elect Tim Weller as a director.

Auditor

14. 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.
15. To authorise the audit committee of the board to determine the remuneration of the auditor.

Authority to Make Political Donations

16. 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 16 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

17. That the directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the 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 16 September 2021, 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

18. That, subject to the passing of Resolution 17, 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 17 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 18) 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 16 September 2021, 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

19. That, subject to the passing of Resolution 17, the directors be authorised, in addition to any authority granted under Resolution 18, 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 16 September 2021, 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

20. 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 a 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 to be purchased and (b) 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 20 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 2021 (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).

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

6 May 2020

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

Company No. 4992207

LEI Code 549300L3KWKK8X35QR12

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 holdings. The ordinary resolutions (Resolutions 1 to 17) will be passed if there are more votes cast for the resolution than those cast against it. The special resolutions (Resolutions 18 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 2019 and the reports of the directors and auditor thereon to the Annual General Meeting.

Remuneration (Resolutions 2 & 3)

Resolution 2 is the resolution to approve the Directors' Remuneration Policy as set out on pages 128 to 139 of the Directors' Remuneration Report in the company's Integrated Report and Accounts 2019 for the year ended 31 December 2019. This part of the report contains the policy in relation to future payments to the directors and former directors which is subject to a binding shareholder vote by ordinary resolution every three years (the current policy having been approved by shareholders at the company's Annual General Meeting in 2017). The new policy will, if approved, commence on 18 June 2020. If the new Directors' Remuneration Policy is not approved, the Directors' Remuneration Policy approved at the company's Annual General Meeting in 2017 will continue to apply. Details of the proposed changes to the current approved Directors' Remuneration Policy are summarised in the Directors' Remuneration Report on page 129 of the Report.

Resolution 3 is the resolution to approve the Directors' Remuneration Report (other than the part setting out the Directors' Remuneration Policy). As this is an advisory resolution, it does not affect the future remuneration paid to any director.

Election and re-election of directors (Resolutions 4 to 13)

Resolutions 4 to 13 deal with the election and re-election of directors. Michel van der Bel and Clare Chapman offer themselves for election as directors of the company. Ashley Almanza, John Connolly, Elisabeth Fleuriot, Winnie Kin Wah Fok, Steve Mogford, John Ramsay, Barbara Thoralfsson and Tim Weller offer themselves for re-election in accordance with the requirements of the 2018 UK

Corporate Governance Code (the "2018 Code") which provides for all directors of companies with a premium listing to be subject to re-election by shareholders every year.

In accordance with the 2018 Code 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 and their contribution is, and continues to be, important to the company's long term sustainable success. 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, which help enhance the company's strategy. This includes their business skills, industry experience and other considerations, such as diversity in terms of gender, nationality, 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 and is able to dedicate sufficient time to their role and responsibilities. For Ms Fok please refer to page 102 of the company's Integrated Report and Accounts 2019.

Michel van der Bel was appointed to the board as a Non-Executive Director on 7 May 2020 and is standing for election. He has more than 21 years of leadership experience at Microsoft, playing a pivotal role in the company's cultural transformation. As President of the Europe, Middle East and Africa business, Michel led more than 20,000 employees across 29 subsidiaries and 70 languages, during a time of profound corporate change. Michel's career at Microsoft started in 1999, when he became the General Manager of Microsoft Netherlands, then Microsoft International's Vice President for Public Sector, concentrating on the implementation of a global public sector strategy. He then served as Microsoft's Chief Operating Officer in the Greater China Region before taking on the role of CEO of Microsoft UK. For the last 4 years, Michel led Microsoft EMEA. Michel holds a degree in electronics and an MBA from Henley Business School. In light of the growing importance of technology to the Group's strategy, Michel's strong technology leadership experience gained in highly international businesses and deep understanding of digital transformation in varying markets and industries will be very valuable.

Clare Chapman was appointed to the board as a Non-Executive Director on 23 September 2019 and is standing for election. She is a Non-Executive Director ("NED") and Remuneration Chair at the Weir Group and Kingfisher plc in the UK and at Heidrick & Struggles. She is also the co-Chair of The Purposeful Company which is the Task Force established in 2015 with the support of the Bank of England. Clare is also a Low Pay Commissioner representing business and a Trustee of the Lambeth Partners supporting the Archbishop of Canterbury. Prior to becoming a NED, Clare was the Group People Director at BT. She began her career in fast moving consumer goods with Quaker Oats and PepsiCo in the UK, USA and mainland Europe. She was then appointed as the Group HR Director for Tesco as they were becoming the UK's leading retailer. Between 2007 and 2011 Clare was Director General of Workforce for the NHS and Social Care covering a workforce of over 2.2 million people. Through this mix of executive and non-executive experience and of both private and public sectors, Clare has become an influential voice nationally and internationally on work, governance, remuneration and business transformation. Clare's extensive knowledge and experience on remuneration, governance and business transformation as well as her experience of large workforce and international groups, gained through a mix of executive and non-executive experience in both private and public sectors are a great addition, strengthening the board, as the Group moves into the next stage of its development. The board fully supports the election of Michel van der Bel and Clare Chapman.

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

Appointment of auditor and auditor's remuneration (Resolution 14)

Resolution 14 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 15 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 and re-appointed at each subsequent 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 123 of the Integrated Report and Accounts 2019.

Political donations (Resolution 16)

Resolution 16 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 16, which is the same as the resolution on this subject which was passed at the company's Annual General Meeting held on 16 May 2019. 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 16 is passed until the conclusion of the next Annual General Meeting of the company. As permitted under the Act, Resolution 16 also covers political donations made, or political expenditure incurred, by any subsidiaries of the company.

Authority to allot shares (Resolution 17)

Resolution 17 seeks shareholder approval for the directors to be authorised to allot shares. At the last Annual General Meeting of the company held on 16 May 2019, 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 17 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 5 May 2020 (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 2021 or, if earlier, on 16 September 2021. 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 5,946,863 shares held within the G4S Employee Benefit Trust and referred to on page 228 of the company's Integrated Report and Accounts 2019 (Note 35 to the Consolidated Financial Statements) are accounted for as treasury shares.

Authorities for the Disapplication of Statutory Pre-emption Rights (Resolutions 18 and 19)

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 18 and Resolution 19 in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles (the "Pre-emption Principles").

Resolution 18 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 17 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 5 May 2020 (the latest practicable date prior to publication of this Notice) otherwise than in connection with an offer to existing shareholders.

Resolution 19, 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 19 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 17, the directors have no current intention of exercising this authority.

The authorities contained in Resolutions 18 and 19 will expire upon the expiry of the general authority conferred by Resolution 17 (i.e. at the conclusion of the next Annual General Meeting of the company or, if earlier, on the 16 September 2021).

Purchase of own shares (Resolution 20)

Resolution 20 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 5 May 2020 (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 2021.

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 5 May 2020 (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.

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, and will balance that against the need for shareholders to consider their voting decisions, particularly where the proposals concerned are complex and may require more time for proper evaluation.

Entitlement to attend and vote and to appoint proxies

In light of current UK Government guidance in relation to Covid-19 to avoid all public gatherings and non-essential travel, **you will not be able to attend the Annual General Meeting in person** and shareholders are asked to please submit their votes in respect of the business to be discussed, electronically or by post in advance, as set out in the Notice of Meeting. Votes should be submitted via proxy as early as possible (and should be received by the company no later than 11.30am on 15 June 2020).

Mindful that the postal system may not be fully operational in these uncertain times, **we would therefore strongly encourage you to lodge your proxy votes electronically via the share portal at signalshares.com in order to ensure that we receive your proxy votes by 11.30am on 15 June 2020.**

1. To be entitled to 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 6pm on 15 June 2020 (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 vote at the meeting.
 2. Shareholders who wish to appoint a proxy should appoint the chair of the meeting as their proxy. As a result of the UK Government's current restrictions, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the meeting in person in order to cast the shareholder's vote. Proxy instructions may be given by using the registrar's share portal at signalshares.com.
 3. In order to be valid, an appointment of proxy must be returned with any power of attorney or any other authority under which it is executed, by one of the following methods:
 - by logging on to signalshares.com and following the instructions;
 - in hard copy form by post to Freepost PXS, 34 Beckenham Road, Beckenham BR3 4ZF;
 - in hard copy form to that address by courier or by hand during usual business hours; or,
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service as described in paragraphs 7 and 8.
- In each case the proxy appointment must be received by the company no later than 11.30am on 15 June 2020. To change your proxy instructions you may submit a new proxy appointment using the method set out above. The deadline for receipt of a proxy appointment also applies in relation to amended instructions. Persons listed on the VP Securities register should follow the instructions on their Voting Request Form.
4. 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.
 5. 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.
 6. 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 euroclear.com/CREST). 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.
 7. 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 11.30am on 15 June 2020. 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.

8. 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. 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: g4s.com.
11. 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. However, please note this year's arrangements for the Annual General Meeting.

Issued Share Capital

As at 5 May 2020 (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 5 May 2020 was 1,551,594,436.

Audit Statements

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

A copy of this Notice, and other information required by section 311A of the Act, can be found at g4s.com/agm.

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.

In light of the UK Government's current ban on public gatherings of two or more people, shareholders will not be able to attend the Annual General Meeting,

Instead, shareholders are asked to please vote by proxy as set out on pages 6 and 7.

Shareholders are also invited to ask questions prior to the meeting. The Annual General Meeting is an important opportunity for all shareholders to express their views by asking questions and voting. Your participation in this annual event continues to be very important to us.

If you would like to submit a question on the business of the meeting in advance, and at the latest by 11.30am on 15 June 2020 please submit your questions via email to investor@g4s.com. We will endeavour to answer questions received in advance, either by publishing responses on our website prior to or shortly after the Annual General Meeting.

The situation regarding Covid-19 is evolving rapidly and G4S is following the health advice of the UK Government and Public Health England. Shareholders are encouraged to monitor the G4S website in the AGM 2020 section for any further updates in relation to arrangements for the Annual General Meeting.



1. John Connolly

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 a number of private companies.

Reasons for re-election: John's strong international business experience and deep understanding of the company and its culture enable him to continue to lead the board effectively and promote a culture of challenge, debate and openness.



2. Ashley Almanza

Chief Executive Officer



Appointment to the board: May 2013

Committee membership: Risk Committee

Skills and experience: Extensive board and executive management experience in complex international businesses. Holds an MBA from the London Business School.

Career experience: 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 time he led BG Group's UK, European and Central Asian businesses and the group's commercial strategy in Central Asia. Formerly non-executive director (chair of Risk and Audit) of Schroders plc between 2011 and 2016 and Noble Corporation Inc between 2013 and 2018. He previously served as Chairman of the Hundred Group and was a member of the Advisory Board for the Oxford University Centre on Business Taxation.

Current external commitments: Chairman of the International Security Ligue.

Reasons for re-election: Ashley's extensive board and executive management experience gained in complex international businesses have equipped him with the skill-set needed to lead G4S through its transformation.



3. Michel van der Bel

Non-Executive Director



Appointment to the board: May 2020

Committee membership: Remuneration Committee and Risk Committee

Skills and experience: Extensive executive and senior international management experience in technology working in different cultures across the globe. Bringing leadership, culture and technology changes together for successful digital transformation. Holds an MBA from Henley Business School.

Career experience: Served a 20 year career with Microsoft, during which he held a number of senior management positions before serving as Microsoft's Chief Operating Officer in the Greater China Region, then taking on the role of CEO of Microsoft UK and for the 4 years, leading Microsoft EMEA. Earlier in his career, Michel spent seven years with Getronics.

Current external commitments: Microsoft.

Reasons for election: Michel's strong technology leadership experience gained in highly international businesses and deep understanding of digital transformation in varying markets and industries is very valuable to the Group as technology becomes ever more important to the Group's strategy.

Committee membership key:

- Nomination Committee
- CSR Committee
- Risk Committee.
- Audit Committee
- Remuneration Committee
- Committee chair



4. Clare Chapman
Non-Executive Director



Appointment to the board:
September 2019

Committee membership: Remuneration Committee (chair)

Skills and experience: Clare has international expertise from a series of high-profile leadership roles and through her mix of executive and non-executive experience and in private and public sectors, Clare has become an influential voice nationally and internationally on work, governance, remuneration and business transformation.

Career experience: Prior to becoming a NED, Clare was the Group People Director at BT. She began her career in fast moving consumer goods with Quaker Oats and PepsiCo in the UK, USA and mainland Europe. She was then appointed as the Group HR Director for Tesco. Between 2007 and 2011 Clare was the Director General of Workforce for the NHS and Social Care covering a workforce of over 2.2 million people.

Current external commitments: Non-Executive Director at the Weir Group in the UK and at Heidrick & Struggles, Co-Chair of The Purposeful Company (Task Force established in 2015 with the support of the Bank of England). Clare is also a Low Pay Commissioner representing business and a Trustee of the Lambeth Partners supporting the Archbishop of Canterbury.

Reasons for election: Through Clare's mix of executive and non-executive experience and of both private and public sectors, she has become an influential voice nationally and internationally on work, governance, remuneration and business transformation. Clare's experience of large workforce and large, international groups is a great addition that further strengthens our board as it takes G4S onto the next stage of its development.



5. Elisabeth Fleuriot
Non-Executive Director



Appointment to the board: June 2018

Committee membership: CSR Committee (chair) and Remuneration Committee

Skills and experience: BA in Economy, Finance and Marketing and an MA in Economic Sciences from the Institut d'Etudes Politiques de Paris. Awarded the title of Chevalier de L'Ordre national de la Légion d'honneur.

Career experience: Over 20 years' experience as President and CEO in FMCG multinational companies based in Europe, the USA and Asia. Served as CEO of Thai Union Europe & Africa between 2013 and 2017. Prior to this, she spent 12 years with the Kellogg Company, in various roles including Regional President and Senior Vice President Emerging Markets. Earlier in her career she was General Manager, Europe for Yoplait, having spent the first 18 years of her career with the Danone group.

Current external commitments: Non-executive director of Stora Enso Oyj, a company listed on the Helsinki and Stockholm stock exchanges, board member of a private company investing in foodtech start ups and board member of Fondation Caritas.

Reasons for re-election: Elisabeth's extensive experience of doing business in emerging markets and of CSR issues is very relevant to our strongly international business. Her keen interest and deep knowledge of CSR issues are key assets in her role as chair of the CSR Committee. Having joined the board in the last couple of years, Elisabeth also brings a fresh perspective to the board.



6. Winnie Kin Wah Fok
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 held a wide range of roles in private equity firms 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 a director of a number of private companies.

Reasons for re-election: Winnie's experience of the Chinese and broader Asian markets combined with her international board and senior management experience remain valuable to the board in supporting the development of the business in its fastest growing markets. Further, as the longest serving director on the board, Winnie has a deep understanding of G4S, which provides helpful continuity at a time of significant change for the Group.



7. Steve Mogford



Non-Executive Director/Senior Independent Director

Appointment to the board: May 2016

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

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.

Reasons for re-election: A current FTSE 100 CEO with significant experience of complex and transformational projects, Steve's measured and thoughtful contributions bring valuable insight, support and challenge to the board and the management team.



8. John Ramsay



Non-Executive Director

Appointment to the board: January 2018

Committee membership: Audit Committee (chair), CSR Committee and Risk 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, Hong Kong and Latin America for the manufacturer ICI. In 1993 was appointed Finance Head, Asia Pacific for Zeneca Agrochemicals and later promoted to Global Financial Controller. In 2000 he joined Syngenta AG, as Group 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 non-executive director of RHI Magnesita N.V. and Croda International plc.

Reasons for re-election: John has recent and relevant financial knowledge having held finance executive roles for over 20 years, in strongly international businesses prior to joining the Group, which results in his strong and effective leadership of the Audit Committee. His knowledge of emerging markets and experience in innovation-focused businesses allowed him to quickly gain a good understanding of the Group and to make a broad contribution to the board.

Committee membership key:

- Nomination Committee
- CSR Committee
- Risk Committee.
- Audit Committee
- Remuneration Committee
- Committee chair



9. Barbara Thoralfsson (A) (N) (Re)
Non-Executive Director

Appointment to the board: July 2016

Committee membership: Audit Committee, 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 with experience using technology to meet customers' needs and develop new business models. Strong knowledge of North America, Latin America and Scandinavia.

Career experience: After an early career in marketing in North America, held senior management roles in the consumer goods and tele-communications sectors including CEO of NetCom ASA, Norway's second largest mobile network operator. Extensive board experience with global companies including several international technology companies.

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

Reasons for re-election: Barbara's strategic focus and technology background allow her to make a valuable contribution to the Group as it continues to focus on growing its technology enabled security proposition and rely ever more on innovation. Barbara's strong focus on customer service, interest in marketing and experience of emerging markets also enrich board interactions.



10. Tim Weller (Ri)
Chief Financial Officer

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

Committee membership: Risk Committee

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

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. Held CFO positions with Innogy, a leading integrated energy company at the time, RWE Thames Water and United Utilities Group plc. 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.

Reasons for re-election: A seasoned CFO with significant experience gained in large international companies, Tim has a wealth of knowledge of complex businesses. He also served as a non-executive director of G4S plc from April 2013 until his appointment as CFO in October 2016. The result is a unique combination of in-depth understanding of the workings of the board and knowledge of the Group.

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