

For filings with the FCA include the annex

For filings with issuer exclude the annex

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARESⁱ

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ	G4S Plc	
2 Reason for the notification (please tick the appropriate box or boxes):		
An acquisition or disposal of voting rights	<input checked="" type="checkbox"/>	
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	<input type="checkbox"/>	
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	<input type="checkbox"/>	
An event changing the breakdown of voting rights	<input type="checkbox"/>	
Other (please specify):	<input type="checkbox"/>	
3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ	TIAA-CREF Investment Management, LLC on behalf of the accounts listed in Exhibit B Teachers Advisors, Inc. on behalf of the funds Listed in Exhibit C	
4. Full name of shareholder(s) (if different from 3.): ^{iv}	See Number 3	
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	12 November 2014	
6. Date on which issuer notified:	14 November 2014	
7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	3%	

8. Notified details:							
A: Voting rights attached to shares ^{viii, ix}							
Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction		Resulting situation after the triggering transaction				
	Number of Shares	Number of Voting Rights	Number of shares	Number of voting rights		% of voting rights ^x	
			Direct	Direct ^{xi}	Indirect ^{xii}	Direct	Indirect
GB00B01FLG62	43,738,714	43,738,714	49,655,900	49,655,900	0	3.20%	0%

B: Qualifying Financial Instruments				
Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date ^{xiii}	Exercise/ Conversion Period ^{xiv}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
N/A	N/A	N/A	N/A	N/A

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments ^{xv, xvi}						
Resulting situation after the triggering transaction						
Type of financial instrument	Exercise price	Expiration date ^{xvii}	Exercise/ Conversion period ^{xviii}	Number of voting rights instrument refers to	% of voting rights ^{xix, xx}	
N/A	N/A	N/A	N/A	N/A	Nominal	Delta
					N/A	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
49,655,900	3.20%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}

The College Retirement Equities Fund (“CREF”) hereby informs you as of November 12, 2014 we hold 11,274,585 shares of G4S Plc. CREF owns these shares through two of its investment accounts, the Global Equities Account and Stock Account. It is our understanding the total voting shares outstanding of G4S plc is 1,551,594,436 bringing CREF’s ownership in your company to a 0.727% level.

For your information, CREF is a U.S. based investment company, which is registered with the Securities and Exchange Commission (“SEC”). CREF has multiple investment accounts, each with separate investment objectives and policies. All assets in the accounts are beneficially owned by CREF, and all the accounts are managed by TIAA-CREF Investment Management, LLC, an SEC registered investment adviser.

Additionally, affiliates of CREF on November 12, 2014 bought 5,083,511 shares bringing the total owned to 38,381,315 shares of G4S Plc. These holdings are owned by the TIAA-CREF Funds (“Funds”), and the TIAA-CREF Life Funds (“Life Funds”), each of which are SEC registered investment companies. The Funds and Life Funds are managed by Teachers Advisors, Inc., an SEC registered investment adviser that is affiliated with TIAA-CREF Investment Management, LLC. These affiliated funds, aggregated with those of CREF, own a total of 49,655,900 or 3.20% of the outstanding voting shares of your company. Because Teachers Advisors, Inc. and TIAA-CREF Investment Management, LLC follow the same policies when voting these funds, we are aggregating the holdings for purposes of this letter.

(See Exhibit A)

Proxy Voting:	
10. Name of the proxy holder:	TIAA-CREF Investment Management, LLC/ Teachers Advisors, Inc.
11. Number of voting rights proxy holder will cease to hold:	N/A
12. Date on which proxy holder will cease to hold voting rights:	N/A

13. Additional information:	None
14. Contact name:	Peter David, Company Secretary

15. Contact telephone number:

+ 44(0)1293 554584

Exhibit A

**TIAA-CREF
Summary of Holdings of G4S Plc
Between November 11, 2014 - November 12, 2014**

	TIAA-CREF Investment Management LLC ("CREF")			
	Global Equities Account	Stock Account	Total CREF Holdings	Total CREF %
Holdings as of November 11, 2014	84,242	10,356,668	10,440,910	0.673%
Transactions as of November 12, 2014	-	833,675	833,675	0.054%
Holdings as of November 12, 2014	84,242	11,190,343	11,274,585	0.727%

Teachers Advisors, Inc.				
TIAA-CREF International Equity Fund	TIAA- CREF Life International Equity Fund	TIAA- CREF Intl Equity Index Fund	Total Mutual Funds Holdings	Total Mutual Funds %
31,769,111	792,618	736,075	33,297,804	2.146%
5,002,049	81,462	-	5,083,511	0.328%
36,771,160	874,080	736,075	38,381,315	2.474%

Aggregate Holding	
Total Holdings	Total %
43,738,714	2.819%
5,917,186	0.381%
49,655,900	3.200%

Total Voting Shares Outstanding	1,551,594,436
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Exhibit B

TIAA-CREF Investment Management, LLC

College Retirement Equities Fund (“CREF”) *

- CREF Stock Account
- CREF Global Equities Account

* Registered Investment Company

Exhibit C

Teachers Advisors, Inc.

TIAA-CREF Funds *

- International Equity Fund
- International Equity Index Fund

TIAA-CREF Life Funds *

- Life International Equity Fund

* Registered Investment Company