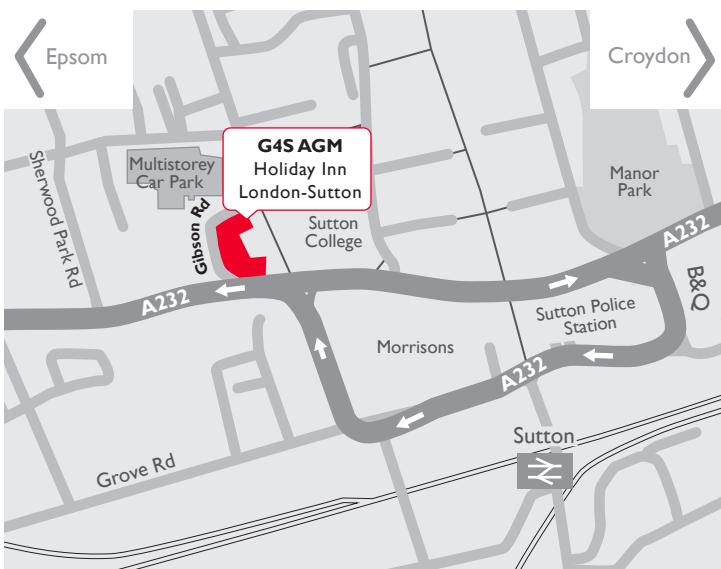




## G4S PLC ANNUAL GENERAL MEETING 2016

Thursday, 26 May 2016 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 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 2016 G4S plc Annual General Meeting at the Holiday Inn, Sutton on Thursday 26 May 2016. The meeting will start at 2.00 pm. This meeting is held to enable the company's owners to formally receive the company's accounts for 2015 and of course to have their say on the way their company is run on their behalf. A detailed review of the year can be found in the G4S plc 2015 Integrated Report and Accounts which is available at [www.g4s.com/investors](http://www.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 and therefore recommend unanimously that you vote in favour of the resolutions.

The performance of the board and of each director is reviewed annually and each director has made a substantial contribution to the leadership and governance of the company during the year and continues to be effective and committed to the company's success. A brief biography of each of the directors is set out in the Appendix to this Notice. They are all standing for election or re-election other than Adam Crozier and Mark Elliott, who will both retire from the board at the conclusion of the meeting.

Please read the important information about attending the Annual General Meeting, which is at page 6 of this Notice. It describes the security measures and requirements which will be in place to ensure that the meeting is conducted in an orderly manner, which is in the interests of all shareholders. This year, please note that you will not be permitted to take any bags or baggage into the meeting room, 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 growing 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. The relevant requirements can be found in the notes to this Notice.

Your votes matter. Information about how to vote and attend the meeting is given on pages 5 and 6 of this Notice. If you cannot attend the meeting, please vote by appointing a proxy.

I look forward to seeing you at the Annual General Meeting.

Yours sincerely

**John Connolly**  
Chairman

# Notice of Annual General Meeting

## 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 on Thursday, 26 May 2016 at 2.00 pm in order to consider and, if thought fit, to pass the following Resolutions:

Resolutions 1 to 14 and Resolution 17 will be proposed as ordinary resolutions. Resolutions 15, 16, 18 and 19 will be proposed as special resolutions.

## Report and Accounts

1. To receive the financial statements of the company for the year ended 31 December 2015 and the reports of the directors and auditor thereon.

## Remuneration

2. To approve the Directors' Remuneration Report, other than the part containing the summary of the Directors' Remuneration Policy, as set out in the company's integrated report and accounts for the year ended 31 December 2015.

## Dividend

3. To declare a final dividend for the year ended 31 December 2015 of 5.82p (DKK 0.5615) for each ordinary share in the capital of the company.

## Directors

4. To elect John Daly 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 Winnie Kin Wah Fok as a director.
8. To re-elect Himanshu Raja as a director.
9. To re-elect Paul Spence as a director.
10. To re-elect Clare Spottiswoode as a director.
11. To re-elect Tim Weller as a director.

## Auditor

12. 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.

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

## Directors' Authority to Allot

14. 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 on the date of the next Annual General Meeting of the company, save that the company shall be entitled to make offers or 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).

## Disapplication of Statutory Pre-emption Rights

15. That the directors be and are hereby empowered, pursuant to section 570 of the Act, subject to the passing of Resolution 14 above, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 14 above as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

(i) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph (ii) of Resolution 14 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 (otherwise than pursuant to sub-paragraph (i) above) of equity securities pursuant to the authority granted under Resolution 14(i) above up to a maximum nominal amount of £38,788,000;

and shall expire on the expiry of the authority conferred by Resolution 14 above unless previously renewed, varied or revoked by the company at a general meeting, save that the company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors shall be entitled to allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired.

All previous unutilised authorities under section 570 of the Act shall cease to have effect at the conclusion of this Annual General Meeting.

## Authority to Purchase Own Shares

16. That the company be and is hereby generally and unconditionally authorised for the purposes of section 701 of 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 which may be paid for each such share is an amount equal to 105% of the average of the middle market quotations for an ordinary 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 (exclusive of expenses); and
- (iv) this authority shall, unless previously revoked or varied, expire at the conclusion

## **Recommendation and explanatory notes relating to business to be conducted at the Annual General Meeting on 26 May 2016**

of the Annual General Meeting of the company to be held in 2017 (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).

### **Authority to Make Political Donations**

17. That, in accordance with sections 366 and 367 of the Act, the company and all companies which are subsidiaries of the company during the period when this Resolution 17 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.

### **Amendment to the Articles of Association**

18. That Article 101 of the Articles of Association of the company be amended by deleting all of the words in paragraph (1) from and including "exceed an amount equal to three-and-a-half times the aggregate of" to the end of that paragraph (1) and replacing them with the words "exceed £3,000,000,000" and by deleting paragraph (6) in its entirety.

### **Notice Period for General Meetings Other Than AGMs**

19. 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

**Peter David**  
Company Secretary  
24 March 2016  
5th Floor, Southside,  
105 Victoria Street,  
London SW1E 6QT  
Company No. 4992207

The board of G4S plc considers that the Resolutions set out in the Notice of Annual General Meeting 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 14 and 17) will be passed if there are more votes cast for the resolution than those cast against it. The special resolutions (Resolutions 15, 16, 18 and 19) will be passed if at least 75% of the votes cast for and against the resolution are in favour.

#### **1. Financial statements of the company (Resolution 1)**

The chairman will present the financial statements of the company for the year ended 31 December 2015 and the reports of the directors and auditor thereon to the Annual General Meeting.

#### **2. Remuneration (Resolution 2)**

Resolution 2 is the resolution to approve the directors' remuneration report, other than the part containing a summary of the directors' remuneration policy (pages 77 to 82 of the 2015 Integrated Report and Accounts) which was approved by shareholders at the 2014 Annual General Meeting. The directors' remuneration policy will be put to the shareholders again no later than the company's annual general meeting in 2017. As this is an advisory resolution, it does not affect the future remuneration paid to any director.

#### **3. Final dividend (Resolution 3)**

A final dividend of 5.82p (DKK 0.5615) per ordinary share for the year ended 31 December 2015 is recommended for payment by the directors. If the recommended final dividend is approved, it will be paid on 10 June 2016 to all ordinary shareholders who were on the register of members at the close of business on 29 April 2016.

#### **4. Election and re-election of directors (Resolutions 4 to 11)**

Resolutions 4 to 11 deal with the election and re-election of directors. John Daly offers himself for election as a director of the company and Ashley Almanza, John Connolly, Winnie Kin Wah Fok, Himanshu Raja, Paul Spence, Clare Spottiswoode and Tim Weller retire and 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: Adam Crozier and Mark Elliott will retire from the board at the conclusion of the Annual General Meeting and so will not be seeking re-election. Biographies of each of the directors seeking re-election are set out in the Appendix to this Notice. The board has confirmed following a performance review

that all directors standing for re-election continue to perform effectively and demonstrate commitment to their roles.

#### **5. Appointment of auditor and auditor's remuneration (Resolutions 12 and 13)**

Resolution 12 relates to the re-appointment of PricewaterhouseCoopers LLP as the company's auditor to hold office until the next Annual General Meeting of the company. Resolution 13 authorises the Audit Committee of the Board to set the auditor's remuneration.

#### **6. Authority to allot shares (Resolution 14)**

Resolution 14 seeks shareholder approval for the directors to be authorised to allot shares. At the last Annual General Meeting of the company held on 4 June 2015, 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 517,196,000 shares could only be allotted pursuant to a rights issue.

Resolution 14 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 23 March 2016 (the latest practicable date prior to publication of the Notice of Annual General Meeting). Of this amount, 517,196,000 shares, 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 2017.

The directors do not have any present intention of exercising this authority. In accordance with best practice, if the directors were to exercise this authority so as to allot shares representing more than one third of the current capital of the company, they would all offer themselves for re-election at the following Annual General Meeting, although it is the directors' current intention to stand for election annually in any event in accordance with the requirements of the UK Corporate Governance Code.

As at the date of the Notice of Annual General Meeting, the company does not hold any ordinary shares in the capital of the company in treasury. However, the 6,320,144 shares held within the G4S Employee Benefit Trust and referred to on page 167 of the company's 2015 Integrated Report and Accounts (Note 36 to the Consolidated Financial Statements) are accounted for as treasury shares.

## **Recommendation and explanatory notes related to business to be conducted at the Annual General Meeting on 26 May 2016 continued**

### **7. Disapplication of statutory pre-emption rights (Resolution 15)**

Resolution 15 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 14 for cash without complying with the pre-emption rights in the Companies Act 2006 (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 a little under 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 £38,788,000 representing approximately 10% of the issued ordinary share capital of the company as at 23 March 2016 (the latest practicable date prior to publication of the Notice of Annual General Meeting) otherwise than in connection with an offer to existing shareholders.

This disapplication authority is in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles (the "Pre-emption Principles"). The Pre-emption Principles were revised in 2015 to allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of the company's issued ordinary share capital, provided that the company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment. The directors therefore confirm, in accordance with the Pre-emption Principles that, to the extent that the authority in paragraph (ii) of Resolution 15 is used for an issue of ordinary shares with a nominal value in excess of £19,394,000 (that is approximately 5% of the company's issued ordinary share capital as at 23 March 2016), they intend that it will only be used 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 also 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 14 above, the directors have no current intention of exercising this authority.

The authority contained in Resolution 15 will expire upon the expiry of the general authority conferred by Resolution 14 (i.e. at the end of the next Annual General Meeting of the company).

**8. Purchase of own shares (Resolution 16)**  
Resolution 16 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 23 March 2016 (the latest practicable date prior to publication of the Notice of Annual General Meeting)) and sets minimum and maximum prices. This authority will expire at the conclusion of the company's Annual General Meeting in 2017.

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 interests 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 23 March 2016 (the latest practicable date prior to the publication of the Notice of Annual General Meeting), there were no options over the ordinary shares in the capital of the company.

**9. Political donations (Resolution 17)**  
Resolution 17 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 17, which is the same as the resolution on this subject which was passed at the company's Annual General Meeting held on 4 June 2015. 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 17 is passed until the conclusion of the next Annual General Meeting of the company. As permitted under the Act, Resolution 17 also covers political donations made, or political expenditure incurred, by any subsidiaries of the company.

### **10. Amendment to Article 101 (Resolution 18)**

Resolution 18 is a resolution to amend the company's Articles of Association in relation to the borrowing powers of the directors. Current Article 101 of the Articles of Association requires the directors to restrict the gross borrowings of the company to an amount equal to three-and-a-half times the aggregate of the company's paid up share capital and the group's consolidated reserves. In order to cater for the fluctuations of the value of the group's translation reserves caused by volatile exchange rates, the directors consider that this restriction should be replaced by a provision restricting borrowing to a fixed limit of £3,000,000,000.

As at 31 December 2015 the group's gross borrowings calculated in accordance with the company's Articles of Association were approximately £2,284,000,000. Since 2012, the effect of the strengthening of sterling against the currencies of the emerging markets in which a number of the group's investments are based has resulted in the group's translation reserves being reduced from £50,000,000 at 1 January 2012 to £210,000,000 negative at 31 December 2015, thereby diluting the group's gross borrowing capacity by £910,000,000.

The directors have no current intention of changing the company's borrowing strategy. The proposed change to the Articles of Association will provide the company with flexibility and ensure that there is appropriate headroom for the borrowing power in future.

Resolution 18 sets out the specific amendment proposed to be made to Article 101 to reflect this change. The wording in paragraphs (1) and (6) of

Article 101 that is proposed to be deleted contains the provisions for calculating the figure for paid up share capital and reserves which are no longer necessary when a fixed limit is used. A copy of the company's Articles of Association is available on the company's website at [www.g4s.com/en/investors](http://www.g4s.com/en/investors)

#### 11. Period of notice for calling general meetings (Resolution 19)

Resolution 19 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 19 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.

#### **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 5.30 pm on 24 May 2016 (or, in the event of any adjournment, 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. A proxy form which may be used 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. Proxy instructions may also be given by using the registrar's share portal at [www.capitashareportal.com](http://www.capitashareportal.com).

3. Details of how to appoint a proxy are set out in the notes to the proxy form. 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: in hard copy form by post to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent 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 below. In each case the form of proxy must be received by the company no later than 2.00 pm on 24 May 2016. To change your proxy instructions you may return a new proxy appointment using the method 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 their Voting Request Form.

4. The return of a completed proxy form, other such instrument or any CREST 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/CREST](http://www.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.

8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("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 2.00 pm on 24 May 2016. 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 system 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.

## **Recommendation and explanatory notes related to business to be conducted at the Annual General Meeting on 26 May 2016 continued**

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](http://www.g4s.com).

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 23 March 2016 (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 23 March 2016 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](http://www.g4s.com).

16. Any electronic address or web site address is provided in the Notice of the Annual General Meeting 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 Capita 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 SM1 2RF, UK (see map on front cover). For more information and for directions, please go to [www.hilondonssuttonhotel.co.uk](http://www.hilondonssuttonhotel.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 an admission card, you should bring it with you if you wish to attend the Annual General Meeting. If you do not have an admission card 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, Capita Asset Services, no later than 2.00 pm on 24 May 2016. If you are attending as a representative of a corporate shareholder, you must bring a currently dated corporate letter of representation as evidence of your entitlement to attend on behalf of that corporate shareholder. In either case you should bring photographic proof of identity and evidence of your appointment to represent that shareholder, including their admission card if possible.

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 a currently dated letter 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 baggage or bags, including briefcases and handbags, into the meeting room. Those wishing to attend must be prepared to leave any baggage, 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 room 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.

### **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, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU ([shareholderenquiries@capita.co.uk](mailto:shareholderenquiries@capita.co.uk)) 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 - Director Biographies



**1. John Connolly**

Non-executive director/  
Chairman of the board

Appointed June 2012

*Key strengths and experience:*

Developing the board and its governance of the group. Extensive experience of working in a global business environment and in sectors of strategic importance to the group.

A chartered accountant, John spent his career until May 2011 with global professional services firm Deloitte, was Global Chairman between 2007 and 2011, and prior to that Global Managing Director between 2003 and 2007. He was Senior Partner and CEO of the UK partnership from 1999 until his retirement from the firm.

*Current external commitments:*

Chairman of Amec Foster Wheeler plc and director of a number of small private companies.

Beyond commercial business roles, he is the chairman of the Great Ormond Street Hospital Charity board of trustees.



**2. Ashley Almanza**

Executive director/Chief executive

Appointed May 2013

*Key strengths and experience:*

Extensive board and executive management experience and strong track record working across international borders in complex businesses. Held a number of senior executive roles at BG Group from 1993 to 2012, including Chief Financial Officer from 2002 to 2011 and Executive Vice President from 2009 to 2012. As Executive Vice President he was accountable during 2009 and 2010 for BG Group's UK, European and Central Asian businesses.

He holds an MBA from London Business School.

*Current external commitments:*

Non-executive director of Schroders plc and Noble Corporation. Board member of the Ligue Internationale des Sociétés de Surveillance. He retires from the board of Schroders on 28 April 2016.



**3. Adam Crozier**

Non-executive director

Appointed January 2013

*Key strengths and experience:*

Wide-ranging experience of business transformation in a number of public and private sector organisations in the media, logistics and retail sectors and a serving FTSE 100 CEO.

Started his career with Mars before joining the Daily Telegraph followed by Saatchi and Saatchi, where he became joint chief executive. He then became chief executive of the Football Association and was subsequently appointed chief executive of the Royal Mail Group, where he oversaw an extensive programme of modernisation and change to enable the business to compete in the UK and international marketplaces. Since April 2010 he has been chief executive of ITV plc. Will retire from the board at the conclusion of the 2016 AGM.

*Current external commitments:*

Chief executive of ITV plc.



**4. John Daly**

Non-executive director

Appointed June 2015

*Key strengths and experience:*

After an early career in sales and marketing with Schering-Plough, Pennwalt Corporation, Bristol-Myers Pharmaceuticals and Johnson & Johnson, joined British American Tobacco (BAT) in 1994. Held various executive leadership positions at BAT over the course of 20 years in Europe, the Middle East and Asia. Most recent positions at BAT were Chief Operating Officer (from 2010 to 2014) and Regional Director for Asia Pacific, based in Hong Kong (from 2004 to 2010).

*Current external commitments:*

Non-executive director of Wolseley plc and Britvic plc.



**5. Mark Elliott**

Non-executive director/  
Senior independent director

Appointed September 2006

*Key strengths and experience:*

Extensive international board and executive experience having held a number of senior management positions at IBM, including leadership of IBM's operations in Europe, the Middle East and Africa with responsibility for operations in more than 110 countries. General Manager IBM Global Solutions; Managing Director of IBM Europe, Middle East and Africa; member of the board of IBAX, a hospital software company jointly owned by IBM and Baxter Healthcare; formerly chairman of Reed Elsevier's remuneration committee. Will retire from the board at the conclusion of the 2016 AGM.

*Current external commitments:*

Non-executive chairman of QinetiQ Group plc and chairman of Kodak Alaris Holdings Limited.



**6. Winnie Kin Wah Fok**

Non-executive director

Appointed October 2010

*Key strengths and experience:*

International board and senior management experience with extensive knowledge of Asian markets and strong involvement in Scandinavia.

An auditor by training was involved in management positions in finance, audit and corporate advisory work and a wide range of roles in asset management firms investing with a focus in Asia. Senior partner of EQT and CEO of EQT Partners Asia Limited; managing director of CEF New Asia Partners Limited.

*Current external commitments:*

Senior advisor to Wallenberg Foundations AB; non-executive director of Volvo Car Corporation; SEB AB, and Kemira Oyj and an investment committee member for the HOPU Investment Fund.

**7. Himanshu Raja** Ri

Executive director/  
Chief financial officer

Appointed October 2013

*Key strengths and experience:*

Strong track record as a financial executive in global services businesses.

As well as having responsibility for all core finance functions including tax, audit, treasury and investor relations, Himanshu oversees IT and procurement for G4S globally.

Prior to joining G4S, Himanshu was CFO at Misys, and from 2010 to 2012 he was CFO of Logica plc. Himanshu worked for more than 10 years at BT Group in a number of divisional finance director roles including Chief Financial Officer of BT Global Services, BT Design, BT Operate and BT Wholesale. His early career included finance and systems roles at Worldcom International, UUNET and MFS.

Himanshu is a qualified chartered accountant and holds an honours degree in law.

*Current external commitments:*

None

**8. Paul Spence** Ri C A

Non-executive director

Appointed January 2013

*Key strengths and experience:*

In-depth knowledge of outsourcing in both the public and private sectors and extensive international experience in key developing countries such as India, China and Brazil. A graduate of the Wharton School at the University of Pennsylvania with a degree in economics and decision sciences; served a 30-year career with Capgemini and its predecessors. Having started in the US and become 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 CEO Capgemini Ernst & Young UK. He then spent eight years serving on Capgemini's executive management committee during which time his roles included deputy group CEO and CEO of Capgemini Global Outsourcing Services.

*Current external commitments:*

Non-executive director of Actual Experience plc.

**9. Clare Spottiswoode** C Re

Non-executive director

Appointed June 2010

*Key strengths and experience:*

Considerable experience in the public sector, the energy markets and the financial services sector as well as setting up and managing her own businesses. A mathematician and economist by training, worked for the UK Treasury, director general of Ofgas, the UK gas regulator; 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:*

Chairman of Flow Group plc; non-executive director of Ilika plc, Enquest plc, Partnership Assurance Group plc and BW Offshore Limited as well as being a director of a number of private companies. Clare will stand down from the board of Enquest plc in June 2016.

**Key to committee membership**N NominationC CSRRi RiskA AuditRe Remuneration**10. Tim Weller** Ri A

Non-executive director

Appointed April 2013

*Key strengths and experience:*

Significant experience of the energy and utilities sectors and serving FTSE 250 CFO. An accountant by training, joined KPMG in 1985, rising to partnership in 1997 before joining Granada plc as director of financial control. Between 2002 and 2010, he gained significant further experience in the energy and utilities sectors holding CFO positions with Innogy (one of the UK's leading integrated energy companies at the time),

RWE Thames Water (the world's third largest water and wastewater service company) and United Utilities Group PLC (a UK-based water and wastewater service company). He was Chief Financial Officer of Cable & Wireless Worldwide plc between 2010 and 2011.

*Current external commitments:*

CFO of Petrofac Limited, the international oil and gas service provider and a non-executive director of the Carbon Trust.