

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): Change in investment Manager. Proxy voting rights no longer owned by Invesco Limited.		<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	17 September 2015	
6. Date on which issuer notified:	21 September 2015	
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	48,009,019	48,009,019	Below 3%	Below 3%	0	Below 3%	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}	
					Nominal	Delta
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
Below 3%	Below 3%

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 close of business on September 17, 2015 (i.e. following the disposal of voting rights as described below) we held 10,407,487 shares of G4S Plc. CREF owns these shares through two of its investment accounts, the Global Equities Account and Stock Account. CREF sold 1,335,746 shares on September 17, 2015 representing 0.086% of the shares outstanding. 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 0.671% 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 September 17, 2015 sold 2,207,037 shares bringing the total owned to 34,058,749 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 44,466,236 or 2.866% 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:	
14. Contact name:	Peter David, Company Secretary
15. Contact telephone number:	+ 44(0)1293 554584

EXHIBIT A.

TAA-CREF
Summary of Holdings of G4S Plc
Between September 16, 2015 - September 17, 2015

	<u>TIAA-CREF Investment Management LLC ("CREF")</u>				<u>Teachers Advisors, Inc.</u>					<u>Aggregate Holding</u>	
	Global Equities Account	Stock Account	Total CREF Holdings	Total CREF %	TIAA-CREF International Equity Fund	TIAA-CREF Life International Equity Fund	TIAA-CREF Intl Equity Index Fund	Total Mutual Funds Holdings	Total Mutual Funds %	Total Holdings	Total %
Holdings as of September 16, 2015	74,177		11,743,233	0.757%	34,601,635	855,602	808,549	36,265,786	2.337%	48,009,019	3.094%
Transactions as of September 17, 2015	-	(1,335,746)	(1,335,746)	0.086%	(2,146,769)	(60,268)	-	(2,207,037)	-0.142%	(3,542,783)	-0.228%
Holdings as of September 17, 2015	74,177	10,333,310	10,407,487	0.671%	32,454,866	795,334	808,549	34,058,749	2.195%	44,466,236	2.866%

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