

THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (REGULATION (EU) NO. 596/2014, AS AMENDED), AS IT FORMS PART OF DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (AS AMENDED).

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G4S International Finance plc announces results of tender offers and proposals for, and early redemption of, its €500,000,000 1.50 per cent. Notes due 2023, €500,000,000 1.50 per cent. Notes due 2024 and €550,000,000 1.875 per cent. Notes due 2025

18 June 2021. On 20 May 2021, G4S International Finance plc (the **Issuer**) announced separate invitations to:

- (i) holders (the **Noteholders**) of (a) the €500,000,000 1.50 per cent. Notes due 2023 (ISIN: XS1515216650) (the **2023 Notes**), (b) the €500,000,000 1.50 per cent. Notes due 2024 (ISIN: XS1619992883) (the **2024 Notes**), and (c) the €550,000,000 1.875 per cent. Notes due 2025 (ISIN: XS1824462896) (together with the 2023 Notes and the 2024 Notes, the **Notes** and each series of the Notes, a **Series**), each issued by the Issuer and guaranteed by G4S plc (the **Company**), to tender any and all of their Notes for purchase by the Issuer for cash (each such invitation referred to in this paragraph (i), an **Offer** and together the **Offers**); and
- (ii) Noteholders of each Series to approve, by Extraordinary Resolution, the modification of the terms and conditions of the relevant Series (in respect of each Series, the **Conditions**) to provide for the Issuer to redeem (the **Issuer Early Redemption**) all, but not some only, of the relevant Series that remains outstanding (if any) on completion of the relevant Offer (each such invitation referred to in this paragraph (ii), a **Proposal** and together the **Proposals**).

The Offers and Proposals were made on the terms and subject to the conditions set out in the Tender Offer Memorandum dated 20 May 2021 (the **Tender Offer Memorandum**). Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

Results of the Offers

The Offers expired at 9.00 a.m. (London time) today, 18 June 2021 (the **Expiration Deadline**). As at the Expiration Deadline, the aggregate nominal amount of each Series shown in the table below had been validly tendered for purchase pursuant to the Offers. The Issuer has decided to accept for purchase all Notes validly tendered pursuant to the Offers.

Pursuant to the Offers, the Issuer will pay:

- (a) to each Noteholder who validly tendered its Notes by 10.00 p.m. (London time) on 3 June 2021 (the **Early Tender Deadline**), the Total Early Tender Consideration for the relevant Series (which includes the applicable Early Tender Payment and the applicable Purchase Price), as shown in the table below; and
- (b) to each Noteholder who validly tendered its Notes after the Early Tender Deadline but before the Expiration Deadline, the Purchase Price for the relevant Series, as shown in the table below.

The Issuer will also pay an Accrued Interest Payment in respect of those Notes accepted for purchase pursuant to the Offers.

Settlement of the Offers is expected to take place on 21 June 2021 (the **Settlement Date**).

Description of the Notes	ISIN / Common Code	Nominal Amount Tendered and Accepted for Purchase	Total Early Tender Consideration*	Early Tender Payment*	Purchase Price*
€500,000,000 1.50 per cent. Notes due 2023 of the Issuer guaranteed by the Company	XS1515216650 / 151521665	€471,678,000	102.125 per cent.	2.00 per cent.	100.125 per cent.
€500,000,000 1.50 per cent. Notes due 2024 of the Issuer guaranteed by the Company	XS1619992883 / 161999288	€486,272,000	103.375 per cent.	3.00 per cent.	100.375 per cent.
€550,000,000 1.875 per cent. Notes due 2025 of the Issuer guaranteed by the Company	XS1824462896 / 182446289	€532,426,000	104.50 per cent.	4.00 per cent.	100.50 per cent.

* As a percentage of the nominal amount of the relevant Notes.

Results of the Proposals

The Meetings to consider the Proposals were held earlier today, 18 June 2021, and NOTICE IS HEREBY GIVEN to the Noteholders that:

- (a) at each Meeting, the relevant Extraordinary Resolution was duly passed and the relevant Proposal approved;
- (b) the Supplemental Trust Deed referred to in each Extraordinary Resolution has been executed by the Issuer, the Company and the Trustee, and the Conditions applicable to each Series have been modified accordingly; and
- (c) the Issuer will redeem all Notes (other than those Notes that have been accepted for purchase by the Issuer pursuant to the Offers) pursuant to the Issuer Early Redemption on 22 June 2021 at the Early Redemption Amount for the relevant Series, as shown in the table below, together with Accrued Interest.

The Issuer will pay to each Noteholder who submitted a valid Voting Only Instruction in favour of the relevant Proposal by the Early Tender Deadline the Early Consent Fee for the relevant Series, as shown in the table below. The relevant Early Consent Fee will be paid by the Issuer to eligible Noteholders on the Settlement Date.

Description of the Notes	ISIN / Common Code	Early Redemption Amount *	Early Consent Fee *
€500,000,000 1.50 per cent. Notes due 2023 of the Issuer guaranteed by the Company	XS1515216650 / 151521665	100.125 per cent.	2.00 per cent.
€500,000,000 1.50 per cent. Notes due 2024 of the Issuer guaranteed by the Company	XS1619992883 / 161999288	100.375 per cent.	3.00 per cent.
€550,000,000 1.875 per cent. Notes due 2025 of the Issuer guaranteed by the Company	XS1824462896 / 182446289	100.50 per cent.	4.00 per cent.

* As a percentage of the nominal amount of the relevant Notes.

General

All Notes which are purchased pursuant to the Offers or redeemed pursuant to the Issuer Early Redemption will be cancelled.

Citigroup Global Markets Limited (Attention: Liability Management Group; Telephone: +44 20 7986 8969 (*In Europe*) / +1 800 558 3745 (*United States Toll Free*) / +1 212 723 6106 (*United States Collect*); Email: liabilitymanagement.europe@citi.com) is acting as Dealer Manager for the Offers and the Proposals, and **Lucid Issuer Services Limited** (Attention: Arlind Bytyqi; Telephone: +44 20 7704 0880; Email: g4s@lucid-is.com) is acting as Tender and Information Agent for the Offers and the Proposals.

This announcement is released by G4S International Finance plc and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (Regulation (EU) No. 596/2014, as amended), as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) (**UK MAR**), encompassing information relating to the Offers and the Proposals described above. For the purposes of UK MAR and Article 2 of Commission Implementing Regulation (EU) No. 2016/1055 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended), this announcement is made by Celine Barroche, a director of G4S International Finance plc.

DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire any securities is being made pursuant to this announcement. The distribution of this announcement and/or the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by the Issuer, the Company, the Dealer Manager and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.

If any Noteholder is unsure of the impact of the implementation of any Proposal or the relevant Extraordinary Resolution, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial or legal adviser.