

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**  
**Rules 8.1 and 8.2 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	G4S PLC ("G4S")
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	G4S
<b>(d) Is the discloser the offeror or the offeree?</b>	OFFEREE
<b>(e) Date position held:</b> <i>The latest practicable date prior to the disclosure</i>	24 APRIL 2019
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

Class of relevant security:	Ordinary shares in G4S			
	Interests		Short positions	
	Number	%	Number	%
<b>(1) Relevant securities owned and/or controlled:</b>	NIL		NIL	
<b>(2) Cash-settled derivatives:</b>	NIL		NIL	
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	NIL		NIL	
<b>TOTAL:</b>	NIL		NIL	

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

**(b) Rights to subscribe for new securities**

<b>Class of relevant security in relation to which subscription right exists:</b>	None
<b>Details, including nature of the rights concerned and relevant percentages:</b>	N/A

**3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

**Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:**

**(a) Ordinary shares in G4S held by G4S directors**

Name	Number of ordinary shares in G4S	Percentage of issued ordinary share capital in G4S (per cent.) <sup>(1)</sup>
Ashley Almanza	1,840,117	0.11860
Tim Weller	393,310	0.02535
John Connolly	336,642	0.02170
John Daly	30,000	0.00193
Elisabeth Fleuriot	Nil	Nil
Winnie Kin Wah Fok	30,000	0.00193
Steve Mogford	10,000	0.00064
John Ramsay	38,000	0.00245
Paul Spence	30,000	0.00193
Barbara Thoralfson	Nil	Nil

<sup>(1)</sup> Rounded to 5 decimal places.

**(b) Deferred share awards held by G4S executive directors**

Deferred shares are awarded to G4S executive directors as part of their annual bonus. Any bonus due above 50% of the individual's maximum bonus entitlement is awarded as deferred shares, which vest after a period of three years unless the individual ceases employment prior to the third anniversary of the award and qualifies as a good leaver. Please see the Director's Remuneration Report on pages 105-127 of G4S' 2018 Integrated Report and Accounts for further detail.

**(i) Deferred share awards held by Ashley Almanza**

Award Date	Vesting Date (subject to employment conditions)	Subscription Price (£)	Outstanding
March 2017	14 March 2020	0.00	221,116
March 2018	14 March 2021	0.00	160,373

**(ii) Deferred share awards held by Tim Weller**

Award Date	Vesting Date (subject to employment conditions)	Subscription Price (£)	Outstanding
March 2018	14 March 2021	0.00	72,574

**(c) Long Term Incentive Plan (“LTIP”) awards held by G4S executive directors**

LTIP awards are granted to G4S executive directors on an annual basis and vest over a period of at least three years subject to continued service and the achievement of a number of key performance measures. Performance is measured based on a combination of earnings per share growth, total shareholder return against a comparator group and average operating cash flow. Please see the Director’s Remuneration Report on pages 105-127 of G4S’ 2018 Integrated Report and Accounts for further detail.

**(i) LTIP awards held by Ashley Almanza**

<b>Award Date</b>	<b>Vesting Date (subject to performance and employment conditions)</b>	<b>Subscription Price (£)</b>	<b>Outstanding</b>
March 2017	14 March 2020	0.00	795,862
March 2018	14 March 2021	0.00	925,277
March 2019	18 March 2022	0.00	1,232,174

**(ii) LTIP awards held by Tim Weller**

<b>Award Date</b>	<b>Vesting Date (subject to performance and employment conditions)</b>	<b>Subscription Price (£)</b>	<b>Outstanding</b>
March 2017	14 March 2020	0.00	436,144
March 2018	14 March 2021	0.00	507,065
March 2019	18 March 2022	0.00	675,250

**(d) Interests and short positions of G4S’ advisers in ordinary shares in G4S*****J.P. MORGAN CHASE BANK (CUSTODY)***

<b>Class of relevant security:</b>	<b>Ordinary shares in G4S</b>			
	<b>Interests</b>		<b>Short positions</b>	
<b>Name</b>	<b>Number</b>	<b>%</b>	<b>Number</b>	<b>%</b>
<b>(1) Relevant securities owned and/or controlled:</b>	2	0.00000 <sup>(1)</sup>	NIL	NIL
<b>(2) Cash-settled derivatives:</b>	NIL	NIL	NIL	NIL
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	NIL	NIL	NIL	NIL
<b>TOTAL:</b>	2	0.00000 <sup>(1)</sup>	NIL	NIL

<sup>(1)</sup> Rounded to 5 decimal places.

**CITIBANK NA**

Class of relevant security:	Ordinary shares in G4S			
	Interests		Short positions	
Name	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	645 <sup>(1)</sup>	0.00004 <sup>(2)</sup>	NIL	NIL
(2) Cash-settled derivatives:	NIL	NIL	NIL	NIL
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	NIL	NIL	NIL	NIL
<b>TOTAL:</b>	645 <sup>(1)</sup>	0.00004 <sup>(2)</sup>	NIL	NIL

<sup>(1)</sup> Held in the form of 129 depositary receipts. One depositary receipt is equivalent to five ordinary shares in G4S.

<sup>(2)</sup> Rounded to 5 decimal places.

**CITIGROUP GLOBAL MARKETS INC.**

Class of relevant security:	Ordinary shares in G4S			
	Interests		Short positions	
Name	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	20,030 <sup>(1)</sup>	0.00129 <sup>(2)</sup>	NIL	NIL
(2) Cash-settled derivatives:	NIL	NIL	NIL	NIL
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	NIL	NIL	NIL	NIL
<b>TOTAL:</b>	20,030 <sup>(1)</sup>	0.00129 <sup>(2)</sup>	NIL	NIL

<sup>(1)</sup> Held in the form of 4006 depositary receipts. One depositary receipt is equivalent to five ordinary shares in G4S.

<sup>(2)</sup> Rounded to 5 decimal places.

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

#### 4. OTHER INFORMATION

##### (a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:

*Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"*

None

##### (b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:

- (i) the voting rights of any relevant securities under any option; or
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

*If there are no such agreements, arrangements or understandings, state "none"*

None

##### (c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	26 April 2019
Contact name:	Celine Barroche Group Company Secretary
Telephone number:	+44 (0) 7841 311 819

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*