

21 May 2021

Dear G4S VP Holder,

## **Compulsory acquisition of the G4S Shares underlying your G4S VP Interests**

### **1. Introduction**

As you may be aware, Allied Universal Topco LLC (“**Allied Universal**”) made a recommended cash offer (the “**Offer**”) through Atlas UK Bidco Limited (“**Allied Bidco**”), a newly incorporated entity that is indirectly controlled by Allied Universal, for all of the issued and to be issued shares in G4S plc (“**G4S**” and “**G4S Shares**”).

The Offer entitles holders of G4S Shares to receive 245 pence in cash for each G4S Share. The terms of the Offer are set out in Allied Bidco's offer document published on 5 January 2021 and available on Allied Universal's website ([www.securityservicesthereforyou.com](http://www.securityservicesthereforyou.com)) and G4S's website (<https://www.g4s.com/investors/allied-universal-offer/offers>) (“**Offer Document**”).

**The Offer only relates to G4S Shares.** The form of security that you hold is a “G4S VP Interest”. Each G4S VP Interest represents one underlying G4S Share, which is subject to the Offer, but the Offer does not relate to the G4S VP Interest itself.

### **2. Compulsory acquisition of G4S Shares and deregistration of the G4S VP Interests**

The Offer became unconditional in all respects on 6 April 2021 and Allied Bidco now owns, or has received valid acceptances in respect of, more than 90 per cent. of the G4S Shares to which the Offer relates by nominal value and voting rights attaching to such shares. This entitles Allied Bidco to acquire compulsorily, on the same terms as the Offer, all of the outstanding G4S Shares in respect of which valid acceptances of the Offer have not yet been received, in accordance with the provisions of sections 974-991 (inclusive) of the Companies Act 2006 (the “**Act**”). On 13 April 2021, Allied Bidco announced that it intended to proceed with such compulsory acquisition.

On 15 April 2021, Allied Bidco sent HSBC Bank plc (“**HSBC**”), being the legal owner of the G4S Shares underlying your G4S VP Interests, a formal notice in the prescribed form under section 980(1) of the Act advising HSBC that Allied Bidco intended to exercise its rights to acquire compulsorily the G4S Shares that it holds.

HSBC will therefore receive the consideration in respect of those G4S Shares (the “**Consideration**”), which will amount to full and final settlement of the acquisition of the G4S Shares held by HSBC.

**Danske Bank will thus instruct VP to convert the G4S VP Interests into cash by (a) transferring to all G4S VP Holders their pro rata share of the Consideration less certain administrative costs associated with such transfer (the “Transfer Costs”) and (b) deregistering all of the G4S VP Interests from VP on or around 18 June 2021.** It is estimated that G4S VP Interest Holders will be charged Transfer Costs of DKK 0,1 per G4S VP Interest held,

which will include the costs of converting the Consideration from Pounds Sterling into Danish krone.

**The transfer of the Consideration, less the Transfer Costs, to G4S VP Interest Holders shall be full and final settlement of the G4S VP Interest Holders' rights in respect of the deregistration of their G4S VP Interests.**

**3. Further information**

As a holder of G4S VP Interests you should contact your own custodian bank if you have any further questions relating to how you will receive the Consideration.

Yours faithfully,

**David Buckman**

*Director*

For and behalf of

**Allied UK Bidco Limited**