

Notice of Annual General Meeting

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.

Notice is hereby given that the Annual General Meeting of G4S plc will be held at The Platinum Suite, ExCeL London, One Western Gateway, Royal Victoria Dock, London E16 1XL on Thursday, 4 June 2015 at 11.00 am in order to consider and, if thought fit, to pass the following Resolutions:

Resolutions 1 to 15 and Resolution 18 will be proposed as ordinary resolutions. Resolutions 16, 17 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 2014 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 annual report and accounts for the year ended 31 December 2014.

Dividend

3. To declare a final dividend for the year ended 31 December 2014 of 5.82p (DKK 0.6041) for each ordinary share in the capital of the company.

Directors

4. To re-elect Ashley Almanza as a director.
5. To re-elect John Connolly as a director.
6. To re-elect Adam Crozier as a director.
7. To re-elect Mark Elliott as a director.
8. To re-elect Winnie Kin Wah Fok as a director.
9. To re-elect Himanshu Raja as a director.
10. To re-elect Paul Spence as a director.
11. To re-elect Clare Spottiswoode as a director.
12. To re-elect Tim Weller as a director.

Auditor

13. To appoint PricewaterhouseCoopers LLP as auditor of the company to hold office until the conclusion of the next Annual General Meeting of the company.
14. To authorise the audit committee of the board to determine the remuneration of the auditor.

Directors' Authority to Allot

15. 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).

16. That the directors be and are hereby empowered, pursuant to section 570 of the Act, subject to the passing of Resolution 15 above, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 15 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 15 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 15(i) above up to a maximum nominal amount of £38,788,000;

and shall expire on the expiry of the authority conferred by Resolution 15 above unless previously renewed, varied or revoked by the company in 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

17. 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 of the Annual General Meeting of the company to be held in 2016 (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

18. 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 18 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.

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

26 March 2015

The Manor
Manor Royal
Crawley
West Sussex RH10 9UN
Company No. 4992207

Notes

1. 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.
2. 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 8 and 9 below. In each case the form of proxy must be received by the company no later than 11.00 am on 2 June 2015. To change your proxy instructions you may return a new proxy appointment using the method set out above. The deadline for receipt of proxy appointments also applies in relation to amended instructions. Persons listed on the VP Securities register should follow the instructions on their Voting Request Form.

3. 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.
4. 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.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the company.
6. 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 5.30pm on 2 June 2015 (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.
7. As at 25 March 2015 (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 25 March 2015 was 1,551,594,436.
8. 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). 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.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "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 11.00am on 2 June 2015. 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.
10. 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.
11. 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.
12. 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.
13. 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.
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.

15. 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.
16. Under sections 338 and 338A of the Act, members meeting the threshold requirements in those sections have the right to require the company (i) to give, to members of the company entitled to receive notice of the meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting. A resolution may properly be moved, or a matter properly included in the business, unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment of the company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person(s) making it and must be received by the company not later than 22 April 2015, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
17. A copy of this notice, and other information required by section 311A of the Act, can be found at www.g4s.com
18. Any electronic address or web site address is provided in this Notice of 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.
19. An explanation of the Resolutions is given in the Recommendation and Explanatory Notes to the Resolutions which are set out after the Important Information about Attending the Annual General Meeting.

Important Information about Attending the Annual General Meeting

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 11.00 am on 2 June 2015. 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.

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 (shareholdersenquiries@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.

Behaviour that may interfere with anyone's security or safety or the good order of the meeting will not be permitted. Security checks will be carried out on those attending the meeting. Please arrive in good time before the meeting commences to allow sufficient time for checks to be carried out. Those wishing to attend should be prepared to have any bags or briefcases inspected. Please do not bring suitcases, large bags or rucksacks. If you do, you may be asked to leave them in the cloakroom.

Cameras, recording equipment and electronic communication equipment (including mobile phones, tablets and laptops) will not be permitted in the meeting. There will be secure storage facilities available where mobile phones and other small items of personal equipment may be deposited.

Recommendation and explanatory notes relating to business to be conducted at the Annual General Meeting on 4 June 2015

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.

Explanatory notes in relation to the business to be conducted at the Annual General Meeting are set out below.

The ordinary resolutions (Resolutions 1 to 15 and 18) will be passed if there are more votes cast for the resolution than those cast against it. The special resolutions (Resolutions 16, 17 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 2014 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 72 to 77) which was approved by shareholders at the 2014 Annual General Meeting. 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 0.6041) per ordinary share for the year ended 31 December 2014 is recommended for payment by the directors. If the recommended final dividend is approved, it will be paid on Friday 12 June 2015 to all ordinary shareholders who were on the register of members at the close of business on 8 May 2015.

4. Election and re-election of directors (Resolutions 4 to 12)

Resolutions 4 to 12 deal with the re-election of the directors 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. Grahame Gibson and Mark Seligman will retire from the board at the conclusion of the Annual General Meeting and so they are not seeking re-election.

Biographies of each of the directors seeking re-election are set out on pages 52 to 53 of the company's 2014 Annual Report. 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 13 and 14)

Resolution 13 relates to the appointment of PricewaterhouseCoopers LLP ("PwC") as the company's auditor to hold office until the next Annual General Meeting of the company. PwC was selected by the board upon the recommendation of the audit committee following a formal tender process which is described on page 68 of the company's 2014 Annual Report, and consequently KPMG Audit plc, the company's current auditor, has confirmed that they will not seek reappointment. Their term of office will therefore expire at the conclusion of the 2015 Annual General Meeting.

Resolution 14 authorises the Audit Committee to set the auditor's remuneration.

6. Authority to allot shares (Resolution 15)

Resolution 15 seeks shareholder approval for the directors to be authorised to allot shares.

At the last Annual General Meeting of the company held on 5 June 2014, 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 15 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 25 March 2015 (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 2016.

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 6,408,450 shares held within the G4S Employee Benefit Trust and referred to on page 151 (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 4 June 2015 *continued*

7. Disapplication of statutory pre-emption rights (Resolution 16)

Resolution 16 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 15 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 25 March 2015 (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 16 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 25 March 2015), 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 15 above, the directors have no current intention of exercising this authority.

The authority contained in Resolution 16 will expire upon the expiry of the general authority conferred by Resolution 15 (i.e. at the end of the next Annual General Meeting of the company).

8. Purchase of own shares (Resolution 17)

Resolution 17 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 25 March 2015 (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 2016.

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 25 March 2015 (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 18)

Resolution 18 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 18, which is the same as the resolution on this subject which was passed at the company's Annual General Meeting held on 5 June 2014. 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 18 is passed until the conclusion of the next Annual General Meeting of the company. As permitted under the Act, Resolution 18 also covers political donations made, or political expenditure incurred, by any subsidiaries of the company.

10. 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.

Group financial record

G4S plc was formed in 2004 from the merger of the security business of Group 4 Falck and Securicor. Since that time, the group has delivered robust shareholder returns and its five year financial performance is shown by the following financial record.

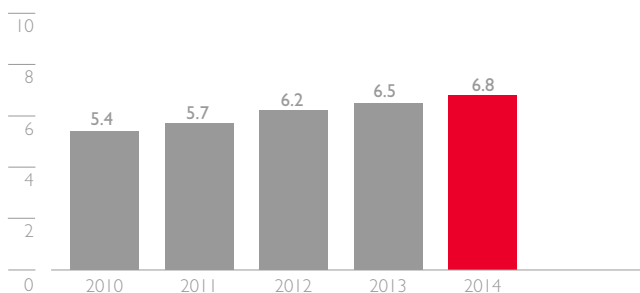
Revenue* at constant exchange rates

£6.8bn

G4S revenue has grown consistently during the last five years.

* Prior years have been restated for businesses that have been discontinued, sold or ceased and for IFRS10 and 11.

Group revenue (£bn)



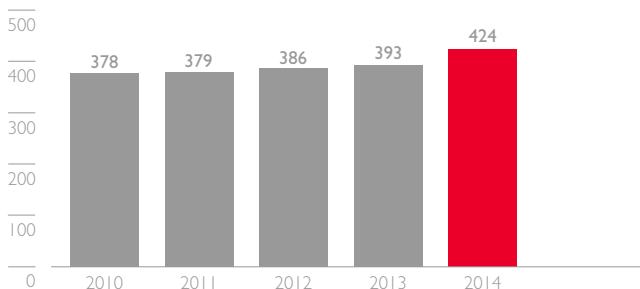
PBITA* at constant exchange rates

£424m

Operating profit, defined as profit before interest, tax and amortisation and excluding specific items, increased 8% to £424m (2013: 393m).

* Prior years have been restated for businesses that have been discontinued, sold or ceased and for IFRS10 and 11.

PBITA (£m)



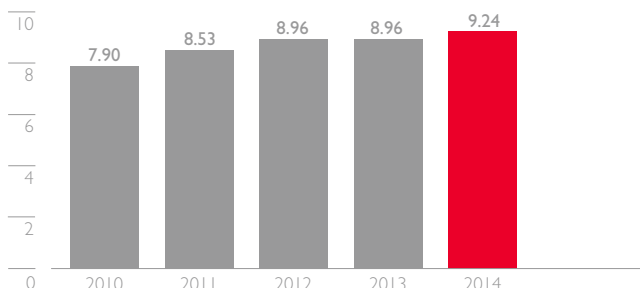
Dividend

Pence per share

9.24p

In the five years since 2010, G4S has delivered average dividend per share growth of 4%.

(pence per share)



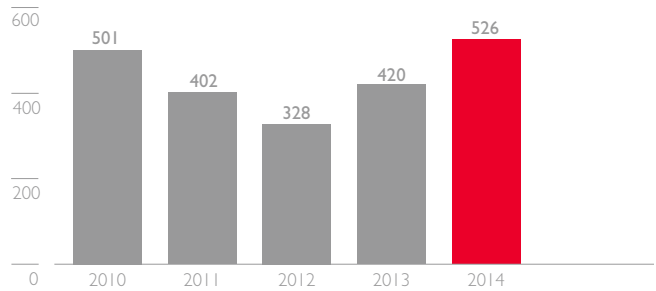
Cash generated from operating businesses*

£526m

Cash generated from operating businesses was £526m which is a 25% increase compared to £420m in 2013.

* Prior years have been restated for businesses that have been discontinued and the impact of IFRS10 and 11.

(£m)



Share price

From the merger in July 2004 to the end of 2014, the G4S share price has increased 127%, outperforming the FTSE 100 by 76% (see page 82 for the comparative TSR performance).

+127%

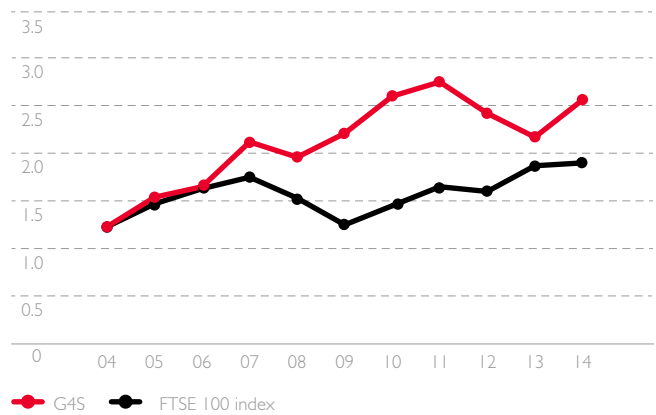
share price increase since 2004

+8.1%

G4S share price CAGR* from 2004 to 2014

* CAGR is compound average growth rate.

2004 – 2014 Share price performance (£)

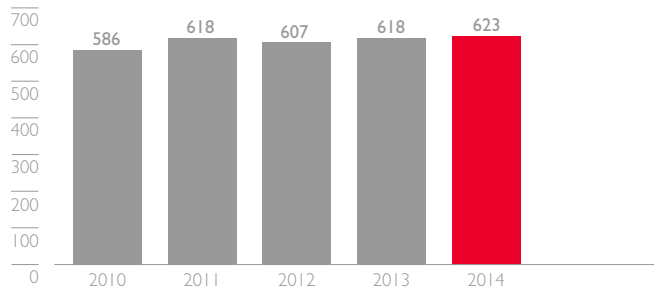


Employee numbers

623,000

(including joint ventures)

As at 31 December ('000)



2014 CSR highlights

A snapshot of some of our key CSR achievements during 2014

Securing our environment

G4S total carbon footprint in 2014 was

538,303 t/CO₂e

Achieved a carbon intensity of 76.3 t/CO₂e per £m revenue in 2014, representing a reduction of

6.3%

since 2013.

Measured 56% of the waste generated by the group, totalling 10,400 tonnes of mixed waste with 18% diverted from landfill.

Measured 64% of the group's water usage with a total consumption of 1,678,000 litres.

Installed telematics technology into a further 114 UK-based vehicles, bringing the total number of UK-based vehicles fitted with telematics to almost 2,000. The use of this technology helps to reduce fuel and maintenance costs, while improving driver safety.

Achieved an Energy Star rating at the headquarters of G4S North America. Energy Star-certified buildings generate lower greenhouse gas emissions than typical buildings.

Securing our communities

Conducted studies of the economic impact of G4S within the UK, demonstrating total contribution to the UK economy of

£1.74bn

Invested approximately

£1.9m

in charitable community programmes and welfare programmes for employees.

Matched

£38,000

of employee fundraising for local community good causes.

Supported more than 1,000 community projects across 74 countries, including:

- Bhubesi Pride (Africa)
- India Vision Foundation (India)
- Bromley by Bow Centre (UK).



Safeguarding our integrity

Initiated a programme to reinvigorate our group values across all business practices.

Continued embedding our human rights framework into the business, including risk assessment and due-diligence processes.

Implemented a governance, risk and compliance system and process which includes human rights, business ethics and labour rights reviews.

Completed a planned reorganisation of Group Risk and Internal Audit departments, increasing the resources available and expanding the remit to reflect a risk-based audit approach providing assurance on key risk areas and adherence to the updated enterprise risk management systems.

Commissioned an independent human rights and legal review of G4S operations in Israel and the West Bank.

Completed a review of the group's whistleblowing policy and processes against the principles of the UK Whistleblowing Commission's Code of Practice.

Completed

112

on-site internal audits, including measurement of compliance with business ethics standards.

Conducted

120

human rights country risk assessments as part of regular 'heatmap' reviews.

Signed a commitment to the UN Global Compact Business for Peace platform, promoting the positive change that business may bring to former conflict environments by enabling stability, development and advancement of peace.



Securing our people

Established 'Safety first' as a new group value.

Developed a health and safety management framework on which businesses can base their approach to ensure that they embed health and safety into their business practices.

Implemented performance objectives related to health and safety for all senior business leaders.

Extended the Driving Force Rules campaign to all regions.

Provided health and safety training to our global leadership team.

Completed six health and safety critical country reviews in countries where serious incidents occurred during the year.

Enhanced the monitoring of health and safety key performance indicator (KPI) performance, particularly in respect of incident investigations.

Implemented a new senior management onboarding tool.

Extended our talent management system to capture more data on the wider employee population.

Launched a new senior leadership development programme with attendance from all six regions.

Continued to support businesses embedding cultural awareness training.

Ongoing implementation of the actions arising from the 2013 global employee engagement survey, such as a values based leadership programme in the UK.



For more information, visit: www.g4s.com/csr

Application of FRS 101

On 1 January 2015 old UK GAAP used in the preparation of the parent company financial statements ceased to exist. We have the option to adopt one of three reporting regimes: 1) the EU endorsed International Financial Reporting Standards (IFRS), already used for the preparation of the group's consolidated financial statements; 2) a new reporting regime known as the FRS 101 Reduced Disclosure Framework permitting entities that otherwise apply the recognition, measurement and disclosure requirements of IFRS to adopt a reduced level of disclosure for their individual financial statements; or 3) FRS 102, which is a modification of FRS for small and medium enterprises.

We are proposing that the FRS 101 Reduced Disclosure Framework will be applied for the individual financial statements of the company (i.e. the parent company financial statements) for financial years beginning on and after 1 January 2015, allowing the parent company to use the same accounting framework as is utilised in the consolidated financial statements for the group.

The framework permitted by FRS 101 reduces disclosures covering a wide range of topics including cash flow statements, financial instruments, fair value measurement, share-based payments and related party transactions, which would already be provided in the group's consolidated financial statements. A brief narrative summary of the disclosure exemptions adopted under FRS 101 will be disclosed in the notes to the individual financial statements of the company. There may also be some presentational changes in the individual financial statements of the parent company.

The parent company's accounts will still be prepared to meet the requirements of the Companies Act 2006 including giving a true and fair view of the company's assets, liabilities, financial position and profit or loss. This means the parent company will therefore always be required to include in its accounts all information relevant to shareholders and necessary to show a true and fair view.

For further information about FRS 101 please visit:

<http://www.icaew.com/en/technical/financial-reporting/reduced-disclosure-framework>

Before an entity can apply the reduced disclosure framework it is required to inform its shareholders and provide a reasonable opportunity for its shareholders to object. The company will not be able to adopt the reduced disclosure framework if a shareholder or shareholders holding in aggregate 5% or more of the total allotted shares in the company object.

If you have any objections to the company applying the FRS 101 Reduced Disclosure Framework to the individual financial statements of the parent company, please notify us in writing to the Company Secretary, G4S plc at The Manor, Manor Royal, Crawley, West Sussex RH10 9UN on or before 29 May 2015.

General information

Financial calendar

Results announcements

Half-year results – August

Final results – March

Dividend payment

Interim paid – 17 October 2014

Final payable – 12 June 2015

Annual General Meeting

4 June 2015

Corporate addresses

Registered office

The Manor

Manor Royal

Crawley

West Sussex RH10 9UN

Telephone +44 (0) 1293 554 400

Registered number

4992207

Auditor (until 2015 AGM)

KPMG Audit Plc

15 Canada Square

London E14 5GL

Stockbrokers

J.P. Morgan Cazenove

25 Bank Street

Canary Wharf

London E14 5JP

Citigroup Global Markets Limited

Citigroup Centre

Canada Square, Canary Wharf

London E14 5LB

Financial advisors

J.P. Morgan Cazenove

25 Bank Street

Canary Wharf

London E14 5JP

Barclays Capital

5 The North Colonnade

Canary Wharf

London E14 4BB

G4S website

www.g4s.com

General shareholder information

Registrars and transfer office

All enquiries relating to the administration of shareholdings should be directed to:

Capita Asset Services

The Registry

34 Beckenham Road

Beckenham

Kent

BR3 4TU

Telephone: within the UK 0871 664 0300

(calls cost 10p per minute plus network

extras); from outside the UK

+44 20 8639 3399

Fax: +44 (0) 1484 600 911

Email: shareholderenquiries@capita.co.uk

Secure share portal:

www.capitashareportal.com

Please note that beneficial owners of shares who have been nominated by the registered holder of those shares to receive information rights under section 146 of the Companies Act 2006 are required to direct all communications to the registered holder of their shares rather than to the company or the company's registrar.

Capita share portal

The share portal is an online facility provided by the company's registrars, Capita Asset Services, for shareholders to manage their holding securely online reducing the need for paperwork. By registering for a free portal account, shareholders are able to access a range of online facilities 24 hours a day including those described below.

View account holding details

Allows shareholders to access their personal account, shareholding balance, share transaction history, indicative share valuation and dividend payment history. It also enables shareholders to buy and sell shares.

Change of address, bank mandates, downloadable forms

Allows shareholders to update their postal address and complete, change or delete bank mandate instructions for dividends. A wide range of shareholder information, including downloadable forms such as stock transfer forms, is also available.

Dedicated helpline

Capita Asset Services also has a helpline to help users with all aspects of the service.

Telephone (from the UK): 0871 664 0391

Calls cost 10p per minute plus network

extras, lines are open 8.30am to 5.30pm

Monday to Friday.

Telephone

(outside the UK): +44 (0) 20 8639 3367

Email: shareportal@capita.co.uk