



## G4S PLC ANNUAL GENERAL MEETING 2019

Thursday, 16 May 2019 at 12 pm BST  
At the Holiday Inn London Sutton  
Gibson Road  
Sutton  
Surrey SM1 2RF  
UK



John Connolly  
Chairman

### Dear Shareholder

I look forward to welcoming you to the 2019 G4S plc Annual General Meeting at the Holiday Inn, Sutton on Thursday, 16 May 2019. The meeting will start at 12 pm BST. This meeting is held to enable the company's owners to formally receive the company's accounts for 2018 and of course to have their say on the way their company is run on their behalf. A detailed review of the year can be found in the G4S plc Integrated Report and Accounts 2018 which is available at [g4s.com/investors](http://g4s.com/investors).

This Notice of Annual General Meeting sets out the business to be conducted at the meeting. Your directors are of the view that all resolutions that are to be proposed at the Annual General Meeting are in the best interests of the company and its shareholders, to create long term, sustainable success and therefore recommend unanimously that you vote in favour of the resolutions. The directors intend to do so in respect of their own holdings and I refer you to the section in this Notice, "Recommendation and explanatory notes relating to business to be conducted at the Annual General Meeting on 16 May 2019".

Please also read the Important information about attending the Annual General Meeting, which is at page 8 of this Notice. It describes the security measures and requirements which will be in place to ensure that your meeting is conducted in an orderly manner, which is in the interests of all shareholders. Please note that you will not be permitted to take any bags or baggage into the meeting, so all items, including briefcases, handbags and mobile phones, will need to be left in the cloakroom or in secure lockers provided at the venue.

We are aware that a growing number of shareholders hold their shares through brokers and nominees. As those shareholders' names do not appear on our register, additional documentation is required for them to attend the Annual General Meeting. These requirements can be found in the notes to this Notice which are on page 8 of this Notice.

Your votes do matter. Information about how to vote and attend the meeting is given on pages 6 and 7 of this Notice. Whether or not you are able to attend the Annual General Meeting, please complete and submit your proxy vote online via the share portal at [signalshares.com](http://signalshares.com).

On behalf of the board of directors, I would like to thank you for your continued support for the company and I look forward to seeing you at the Annual General Meeting.

Yours sincerely

John Connolly  
Chairman



### 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 as amended 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 of Annual General Meeting

Notice is hereby given that the Annual General Meeting of G4S plc will be held in the Orchard Suite at the Holiday Inn London Sutton, Gibson Road, Sutton, Surrey SM1 2RF on Thursday, 16 May 2019 at 12 pm BST in order to consider and, if thought fit, to pass the following Resolutions:

Resolutions 1 to 16 will be proposed as ordinary resolutions. Resolutions 17 to 20 will be proposed as special resolutions.

## Report and Accounts

1. To receive the financial statements of the company for the year ended 31 December 2018 and the reports of the directors and auditor thereon.

## Remuneration

2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) as set out in the company's integrated report and accounts for the year ended 31 December 2018.

## Dividend

3. To declare a final dividend for the year ended 31 December 2018 of 6.11p (DKK 0.5321) for each ordinary share in the capital of the company.

## Directors

4. To elect Elisabeth Fleuriot as a director.
5. To re-elect Ashley Almanza as a director.
6. To re-elect John Connolly as a director.
7. To re-elect Winnie Kin Wah Fok as a director.
8. To re-elect Steve Mogford as a director.
9. To re-elect John Ramsay as a director.
10. To re-elect Paul Spence as a director.
11. To re-elect Barbara Thoralfsson as a director.
12. To re-elect Tim Weller as a director.

## Auditor

13. To re-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.

## Authority to Make Political Donations

15. That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the company and all companies which are subsidiaries of the company during the period when this Resolution 15 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.

## Directors' Authority to Allot

16. 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 at the conclusion of the next Annual General Meeting of the company or, if earlier, on the 15 August 2020, save that the company shall be entitled to make offers or enter into 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).

## Authority for the Disapplication of Statutory Pre-emption Rights

17. That, subject to the passing of Resolution 16, the directors be and are hereby authorised to allot equity securities (as defined in the Companies Act 2006 (the "Act")) for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:
  - (i) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of equity securities (but in the case of the authority granted under paragraph (ii) of Resolution 16 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 of equity securities or sale of treasury shares (otherwise than under sub-paragraph (i) of this Resolution 17) up to a nominal amount of £19,394,000;

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the company, or if earlier; close of business on 15 August 2020, save that the company shall be entitled to make offers or enter into agreements before the expiry of such authority which would or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

### **Additional Authority for the Disapplication of Statutory Pre-emption Rights**

18. That, subject to the passing of Resolution 16, the directors be authorised, in addition to any authority granted under Resolution 17, to allot equity securities (as defined in the Companies Act 2006 (the "Act")) for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £19,394,000; and
- (ii) used only for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of the company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the company, or if earlier; close of business on 15 August 2020, save that the company shall be entitled to make offers or enter into agreements before the expiry of such authority which would or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

### **Authority to Purchase Own Shares**

19. That the company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act (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 (excluding expenses) which may be paid for any such share is the higher of (a) an amount equal to 105% of the average of the middle market quotations for a 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 to be purchased and (b) the price of the last independent trade and the highest current independent bid for a share in the company on the trading venues where the market purchases by the company pursuant to the authority conferred by this Resolution 19 will be carried out; and
- (iv) this authority shall expire at the conclusion of the Annual General Meeting of the company to be held in 2020 (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).

### **Notice Period for General Meetings Other Than AGMs**

20. 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

**Celine Barroche**  
Company Secretary

2 April 2019  
5th Floor; Southside  
105 Victoria Street  
London SW1E 6QT

Company No. 4992207  
LEI Code 549300L3KWK8X35QR12

## Recommendation and explanatory notes relating to business to be conducted at the Annual General Meeting on 16 May 2019

The board of G4S plc considers that the Resolutions set out in this Notice 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. The ordinary resolutions (Resolutions 1 to 16) will be passed if there are more votes cast for the resolution than those cast against it. The special resolutions (Resolutions 17 to 20) will be passed if at least 75% of the votes cast are in favour of the resolution.

### Financial statements of the company (Resolution 1)

The chairman will present the financial statements of the company for the year ended 31 December 2018 and the reports of the directors and auditor thereon to the Annual General Meeting.

### Remuneration (Resolutions 2)

Resolution 2 is the resolution to approve the Directors' Remuneration Report (other than the part setting out the Directors' Remuneration Policy). As this is an advisory resolution, it does not affect the future remuneration paid to any director.

### Final dividend (Resolution 3)

A final dividend of 6.11 p (DKK 0.5321) per ordinary share for the year ended 31 December 2018 is recommended by the directors for payment. If the recommended final dividend is approved, it will be paid on 14 June 2019 to all ordinary shareholders who were on the register of members at the close of business on 3 May 2019.

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

Resolutions 4 to 12 deal with the election and re-election of directors. Elisabeth Fleuriot offers herself for election as a director of the company. Ashley Almanza, John Connolly, Winnie Kin Wah Fok, Steve Mogford, John Ramsay, Paul Spence, Barbara Thoralfsson and Tim Weller offer themselves for re-election in accordance with the requirements of the 2018 UK Corporate Governance Code (the "2018 Code") which provides for all directors of companies with a premium listing to be subject to re-election by shareholders every year.

In accordance with the 2018 Code the board has confirmed, following a performance evaluation, that all directors standing for re-election continue to make a substantial contribution to the leadership and governance of the company and their contribution is, and continues to be, important to the company's long term sustainable success. They continue to be effective and demonstrate commitment to their roles and their respective skills complement each other to enhance the overall operation of the board. This effectiveness is based on a number of factors, which help enhance the company's strategy. This includes their business skills, industry experience and other considerations, such as diversity in terms of gender, nationality, skills, personal attributes and experience.

The board has also considered whether each of the independent non-executive directors is free from any relationship that could materially interfere with the exercise of his or her independent judgment and has determined that each continues to be considered to be independent and is able to dedicate sufficient time to their role and responsibilities.

Elisabeth Fleuriot was appointed to the board as a Non-Executive Director on 18 June 2018 and is standing for election. She has over 20 years' experience in senior executive management roles in FMCG multinational companies based in Europe, the US and Asia, including as Chief Executive of Thai Union Europe & Africa for 4 years and Senior Vice president, Emerging Markets for the Kellogg Company for 12 years. Her wide international management experience in developed and emerging markets, as well as her deep understanding of CSR matters and keen interest in sustainable development, will be extremely valuable. The board fully supports her election.

Biographies of each of the directors seeking election or re-election are set out in the Appendix to this Notice.

### Appointment of auditor and auditor's remuneration (Resolutions 13 and 14)

Resolution 13 relates to the re-appointment of PricewaterhouseCoopers LLP ("PwC") as the company's auditor to hold office until the next Annual General Meeting of the company.

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

The G4S group audit was put out to tender in 2014. PwC was appointed the Group's new external auditor for the 2015 financial year and re-appointed at each subsequent Annual General Meeting. Further details in relation to the assessment of the effectiveness of the external audit process and the policy on non-audit services are set out in the Audit Committee Report on page 98 of the Integrated Report and Accounts 2018.

### Political donations (Resolution 15)

Resolution 15 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 15, which is the same as the resolution on this subject which was passed at the company's Annual General Meeting held on 15 May 2018. 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 15 is passed until the conclusion of the next Annual General Meeting of the company. As permitted under the Act, Resolution 15 also covers political donations made, or political expenditure incurred, by any subsidiaries of the company.

#### Authority to allot shares (Resolution 16)

Resolution 16 seeks shareholder approval for the directors to be authorised to allot shares. At the last Annual General Meeting of the company held on 15 May 2018, 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 shares up to a nominal amount of £129,299,000 could only be allotted pursuant to a rights issue.

Resolution 16 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 1 April 2019 (the latest practicable date prior to publication of this Notice). Of this amount, shares up to a nominal amount of £129,299,000, 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 2020 or, if earlier, on 15 August 2020. The directors do not have any present intention of exercising this authority.

As at the date of this Notice, the company does not hold any ordinary shares in the capital of the company in treasury. However, the 5,342,225 shares held within the G4S Employee Benefit Trust and referred to on page 200 of the company's Integrated Report and Accounts 2018 (Note 35 to the Consolidated Financial Statements) are accounted for as treasury shares.

#### Authorities for the Disapplication of Statutory Pre-emption Rights (Resolution 17 and 18)

Under section 561 of the Act, if the directors wish to allot shares for cash (other than in connection with an employees' share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings (a pre-emptive offer). There may be occasions, however, when the directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. These disapplication authorities are sought in Resolution 17 and Resolution 18 in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles (the "Pre-emption Principles").

Resolution 17 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 16 for cash without complying with the pre-emption rights procedures and requirements in 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 approximately 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 £19,394,000 representing approximately 5% of the issued ordinary share capital of the company as at 1 April 2019 (the latest practicable date prior to publication of this Notice) otherwise than in connection with an offer to existing shareholders.

Resolution 18, in accordance with the Pre-emption Principles revised in 2015 (and supplemented in 2016), provides an additional authority for an issue of shares otherwise than in connection with a pre-emptive offer in relation to a further 5% of the company's issued ordinary share capital, provided that the additional 5% authority is used only 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 believe that it is appropriate to seek this additional 5% authority in Resolution 18 to give the company the flexibility that this resolution affords.

The directors 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 16 above, the directors have no current intention of exercising this authority.

The authorities contained in Resolution 17 and 18 will expire upon the expiry of the general authority conferred by Resolution 16 (i.e. at the conclusion of the next Annual General Meeting of the company or, if earlier, on the 15 August 2020).

#### Purchase of own shares (Resolution 19)

Resolution 19 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 1 April 2019 (the latest practicable date prior to publication of this Notice) and sets minimum and maximum prices. This authority will expire at the conclusion of the company's Annual General Meeting in 2020.

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 interest 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 1 April 2019 (the latest practicable date prior to the publication of this Notice), there were no options over the ordinary shares in the capital of the company.

#### Period of notice for calling general meetings (Resolution 20)

Resolution 20 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.



## Recommendation and explanatory notes relating to business to be conducted at the Annual General Meeting on 16 May 2019 *continued*

The board is therefore proposing Resolution 20 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.

### Entitlement to attend and vote and to appoint proxies

- 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 6 pm on 14 May 2019 (or, in the event of any adjournment, at close of business 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.
- 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. Proxy instructions may be given by using the registrar's share portal at [signalshares.com](http://signalshares.com).
- 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 Freepost PXS, 34 Beckenham Road, Beckenham 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 7 and 8 below. In each case the proxy appointment must be received by the company no later than 12 pm on 14 May 2019. To change your proxy instructions you may submit a new proxy appointment using the method set out above. The deadline for receipt of a proxy appointment also applies in relation to amended instructions. Persons listed on the VP Securities register should follow the instructions on their Voting Request Form.
- The submission of a proxy form, other such instrument or any CREST appointment will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
- 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.
- The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 2 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the company.
- 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 [euroclear.com/CREST](http://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.
- 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 12 pm on 14 May 2019. 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.
- 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.

10. 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.
11. 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: [g4s.com](http://g4s.com).
12. 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.

### Issued Share Capital

As at 1 April 2019 (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 1 April 2019 was 1,551,594,436.

### Audit Statements

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.

### Information available on website

A copy of this Notice, and other information required by section 311A of the Act, can be found at [g4s.com](http://g4s.com).

Any electronic address or web site address is provided in this Notice 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 Link 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.

## Important information about attending the Annual General Meeting

### **Where is the meeting and how do I get there?**

Holiday Inn London Sutton, Gibson Road, Sutton, Surrey, SMI 2RF, UK.

See map on front cover. For more information and for directions please go to [ihg.com/holidayinn/hotels/gb/en/london/lonsu/hoteldetail](http://ihg.com/holidayinn/hotels/gb/en/london/lonsu/hoteldetail)

### **Accessibility**

The venue caters for wheelchair users and should you require special parking arrangements for accessibility please contact the venue directly.

### **What do I need to bring?**

If you are a shareholder and you have received a Notice of Availability letter, you should bring it with you if you wish to attend the Annual General Meeting. If you do not have a Notice of Availability letter 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, Link Asset Services, no later than 12 pm on 14 May 2019. If you are attending as a representative of a corporate shareholder, you must bring the original of a currently dated corporate letter of representation as evidence of your entitlement to attend on behalf of that corporate shareholder. In either case (attending as a proxy of a shareholder or a corporate representative of a corporate shareholder) you should bring photographic proof of identity.

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 an original of a currently dated corporate letter of representation from your nominee.

### **What security measures should I expect?**

We thank you in advance for your co-operation with our security staff. Security checks will be carried out on those attending the meeting and you will be asked to pass through our security systems and processes before entering the meeting. Please arrive in good time before the meeting commences to allow sufficient time for checks to be carried out.

Please note that you will not be permitted to take any bags, including handbags and briefcases, into the meeting. Those wishing to attend must be prepared to leave any bags or briefcases in the storage facilities provided.

Cameras, recording equipment and electronic communication equipment (including mobile phones, tablets and laptops) will not be permitted in the meeting and will also need to be placed in the storage facilities available.

Please note we will not permit behaviour which may interfere with anyone's safety or the orderly conduct of the meeting.

Anyone whom the directors, or those appointed by them for the purpose, reasonably believe intends to disrupt the proper business of the meeting may be prohibited from attending the meeting or excluded from it.

### **May I bring a guest?**

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, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU ([enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk)) not later than 12 pm on Tuesday 14 May 2019 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.

### **May I ask questions at the meeting?**

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.



## Appendix – Director Biographies



### 1. John Connolly

Non-Executive Director/ Chairman of the board



*Appointment to the board:* June 2012

*Committee membership:* Nomination Committee (chair) and Risk Committee

*Skills and experience:* A chartered accountant with extensive experience working in a global business environment and in sectors with strategic relevance to the Group.

*Career experience:* Spent his career until May 2011 with global professional services firm Deloitte, was Global Managing Director and then Global Chairman between 2007 and 2011. He was Senior Partner and CEO of the UK Partnership from 1999 until his retirement from the firm.

*Current external commitments:* Chairman of the Great Ormond Street Hospital Charity board of trustees and director of a number of private companies.

*Reasons for re-election:* John's strong international business experience and deep understanding of the company and its culture enable him to continue to lead the board effectively and promote a culture of challenge, debate and openness.



### 2. Ashley Almanza

Chief Executive Officer



*Appointment to the board:* May 2013

*Committee membership:* Risk Committee

*Skills and experience:* Extensive board and executive management experience in complex international businesses. Holds an MBA from the London Business School.

*Career experience:* Senior executive roles at BG Group from 1993 to 2012, including CFO from 2002 to 2011 and Executive Vice President from 2009 to 2012, during which he led BG Group's UK, European and Central Asian businesses and the group's commercial strategy in Central Asia. Formerly non-executive director (chair of Risk and Audit Committee) of Schroders plc between 2011 and 2016 and Noble Corporation Inc between 2013 and 2018.

*Current external commitments:* Chairman of the International Security Ligue.

*Reasons for re-election:* Ashley's extensive board and executive management experience gained in complex international businesses have equipped him with the skill-set needed to lead G4S through its transformation.



### 3. Elisabeth Fleuriot

Non-Executive Director



*Appointment to the board:* June 2018

*Committee membership:* CSR Committee (chair) and Remuneration Committee

*Skills and experience:* BA in Economy, Finance and Marketing and an MA in Economic Sciences from the Institut d'Etudes Politiques de Paris. Awarded the title of Chevalier de la Legion d'honneur.

*Career experience:* Over 20 years' experience as President and CEO in FMCG multinational companies based in Europe, USA and Asia. Served as CEO of Thai Union Europe & Africa between 2013 and 2017. Prior to this, she spent 12 years with the Kellogg Company, in various roles including Regional President and Senior Vice President Emerging Markets. Earlier in her career she was General Manager, Europe for Yoplait, having spent the first 18 years of her career with the Danone group.

*Current external commitments:* Currently a non-executive director of Stora Enso Oyj, a company listed on the Helsinki and Stockholm stock exchanges, board member of a private company investing in foodtech start ups and board member of Fondation Caritas.

*Reasons for election:* Elisabeth's extensive experience of doing business in emerging markets and CSR issues is very relevant to our strongly international business. Her keen interest and deep knowledge of CSR issues are key assets in her role as chair of the CSR Committee. Having recently joined the board, Elisabeth also brings a fresh perspective to the board.

#### Key to committee membership

Nomination

CSR

Risk

Audit

Remuneration

Committee chairman



**4. Winnie Kin Wah Fok**

Non-Executive Director



*Appointment to the board:* October 2010

*Committee membership:* CSR Committee and Remuneration Committee

*Skills and experience:* An auditor by training, with a Bachelor of Commerce degree from the University of New South Wales, Australia and fellowship or membership of accounting bodies in Australia, Hong Kong and England.

*Career experience:* International board and senior management experience with extensive knowledge of Asian markets and strong involvement in Scandinavia. Involved in management positions in finance, audit and corporate advisory work and has held a wide range of roles in private equity firms with a particular focus in Asia.

*Current external commitments:* Senior advisor to Wallenberg Foundations AB; non-executive director of Volvo Car Corporation; and SEB AB and investment committee member for the HOPU Investment Fund.

*Reasons for re-election:* Winnie's experience of the Chinese and broader Asian markets combined with her international board and senior management experience remain valuable to the board in supporting the development of the business in its fastest growing markets. Further, as the longest serving director on the board, Winnie has a deep understanding of G4S, which provides helpful continuity at a time of significant change for the Group.



**5. Steve Mogford**

Non-Executive Director/Senior Independent Director



*Appointment to the board:* May 2016

*Committee membership:* Audit Committee, Nomination Committee and Risk Committee

*Skills and experience:* First Class BSc Honours Degree in Astrophysics, Maths and Physics from Queen Elizabeth College, University of London. Extensive experience of delivery of complex programmes in the defence, infrastructure and utilities market.

*Career experience:* Served a 30-year career with British Aerospace, later BAE Systems, during which time he held several senior management positions before becoming COO, with particular responsibility for programmes, major projects and customer support, and a member of the BAE Systems plc board. Chief executive of SELEX Galileo for four years prior to joining United Utilities Group plc in 2011 as CEO.

*Current external commitments:* CEO of United Utilities Group plc.

*Reasons for re-election:* A current FTSE 100 CEO with significant experience of complex and transformational projects, Steve's measured and thoughtful contributions bring valuable insight, support and challenge to the board and the management team.



**6. John Ramsay**

Non-Executive Director



*Appointment to the board:* January 2018

*Committee membership:* Audit Committee (chair) and CSR Committee.

*Skills and experience:* A chartered accountant with extensive international experience in innovation-focused businesses.

*Career experience:* Began his career at KPMG and developed his experience in emerging markets, working in Malaysia and Latin America for the manufacturer ICI. In 1993 was appointed Finance Head, Asia Pacific for Zeneca Agrochemicals and later promoted to Global Financial Controller. In 2000 he joined Syngenta AG, as Group Financial Controller; later being promoted to CFO until his retirement in 2016. Whilst at Syngenta he also served as interim CEO for nine months.

*Current external commitments:* Member of the Supervisory Board of Koninklijke DSM N.V. and a non-executive director of RHI Magnesita N.V.

*Reasons for re-election:* John has recent and relevant financial knowledge having held finance executive roles for over 20 years, in strongly international businesses prior to joining the Group, which results in his strong and effective leadership of the Audit Committee. His knowledge of emerging markets and experience in innovation-focused businesses allowed him to quickly gain a good understanding of the Group and to make a broad contribution to the board.



**7. Paul Spence**

Non-Executive Director



*Appointment to the board:* January 2013

*Committee membership:* Risk Committee (chair), Audit Committee and CSR Committee

*Skills and experience:* Degree in economics and decision science from the Wharton School, University of Pennsylvania. In-depth knowledge of outsourcing in both the public and private sectors and extensive international experience in emerging markets.

*Career experience:* Served a 30-year career with Capgemini, starting as managing partner of mid-Atlantic information and technology for Ernst & Young. He went on to gain significant international experience for 16 years as managing partner of Ernst & Young Consulting Australia, CEO of Capgemini Ernst & Young in Asia and then CEO in the UK. Then served on Capgemini's executive management committee for eight years as deputy group CEO and then CEO of Capgemini Global Outsourcing Services.

*Current external commitments:* Non-executive director of Actual Experience plc.

*Reasons for re-election:* Paul's experience in government and large outsourcing contracts as well as his experience and knowledge of the US, one of the Group's largest markets remains very valuable. Paul also has a strong technology background, which continues to be ever more relevant to the Group and in his role of chairman of the Risk Committee. As a long-serving board member, Paul has developed a deep knowledge and understanding of the Group.



**8. Barbara Thoralfsson**

Non-Executive Director



*Appointment to the board:* July 2016

*Committee membership:* Nomination Committee and Remuneration Committee

*Skills and experience:* MBA in marketing and finance, Columbia University, New York and a BA in psychology, Duke University, North Carolina. International executive with experience using technology to meet customers' needs and develop new business models. Strong knowledge of North America, Latin America and Scandinavia.

*Career experience:* After an early career in marketing in North America, held senior management roles in the consumer goods and telecommunications sectors including CEO of NetCom ASA, Norway's second largest mobile network operator. Extensive non-executive experience with global companies including several international technology companies.

*Current external commitments:* Non-executive director of Svenska Cellulosa Aktiebolaget SCA (publ), Essity Aktiebolag (publ) and Hilti AG.

*Reasons for re-election:* Barbara's strategic focus and technology background allow her to make a valuable contribution to the Group as it continues to focus on growing its technology enabled security proposition and rely ever more on innovation. Barbara's strong focus on customer service, interest in marketing and experience of emerging markets also enrich board interactions.



**9. Tim Weller**

Chief Financial Officer



*Appointment to the board:* October 2016 having previously served as non-executive director since April 2013.

*Committee membership:* Risk Committee

*Skills and experience:* BSc (Hons) Engineering Science degree from the University of Exeter. An accountant by training and a Fellow of the Institute of Chartered Accountants in England and Wales with significant experience of the energy and utilities sectors.

*Career experience:* Joined KPMG in 1985, rising to partnership in 1997 before joining Granada plc as director of financial control. Held CFO positions with Innogy, a leading integrated energy company at the time, RWE Thames Water and United Utilities Group plc. Was CFO of Cable & Wireless Worldwide plc between 2010 and 2011 and CFO of Petrofac Limited between 2011 and October 2016.

*Current external commitments:* Non-executive director of the Carbon Trust.

*Reasons for re-election:* A seasoned CFO with significant experience gained in large international companies, Tim has a wealth of knowledge of complex businesses. He also served as a non-executive director of G4S plc from April 2013 until his appointment as CFO in October 2016. The result is a unique combination of in-depth understanding of the workings of the board and knowledge of the Group.

Key to committee membership

- Nomination
- CSR
- Risk
- Audit
- Remuneration
- Committee chairman

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