

For filings with the FSA include the annex

For filings with issuer exclude the annex

## TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES<sup>i</sup>

<b>1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:</b> <sup>ii</sup>	G4S plc
<b>2 Reason for the notification</b> (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	<input checked="" type="checkbox"/>
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	<input type="checkbox"/>
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	<input type="checkbox"/>
An event changing the breakdown of voting rights	<input type="checkbox"/>
Other (please specify):	<input type="checkbox"/>
<b>3. Full name of person(s) subject to the notification obligation:</b> <sup>iii</sup>	TIAA-CREF Investment Mangement, LLC on behalf of the accounts listed in Exhibit B Teachers Advisors, Inc. on behalf of the funds Listed in Exhibit C
<b>4. Full name of shareholder(s)</b> (if different from 3.): <sup>iv</sup>	See number 3
<b>5. Date of the transaction and date on which the threshold is crossed or reached:</b> <sup>v</sup>	22 January 2015
<b>6. Date on which issuer notified:</b>	26 January 2015
<b>7. Threshold(s) that is/are crossed or reached:</b> <sup>vi, vii</sup>	3%

8. Notified details:							
A: Voting rights attached to shares <sup>viii, ix</sup>							
Class/type of shares  if possible using the ISIN CODE	Situation previous to the triggering transaction		Resulting situation after the triggering transaction				
	Number of Shares	Number of Voting Rights	Number of shares	Number of voting rights		% of voting rights <sup>x</sup>	
			Direct	Direct <sup>xi</sup>	Indirect <sup>xii</sup>	Direct	Indirect
GB00B01FLG62	47,511,297	47,511,297	46,066,427	46,066,427	0	Below 3%	0%

B: Qualifying Financial Instruments				
Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date <sup>xiii</sup>	Exercise/ Conversion Period <sup>xiv</sup>	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
N/A	N/A	N/A	N/A	N/A

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments <sup>xv, xvi</sup>						
Resulting situation after the triggering transaction						
Type of financial instrument	Exercise price	Expiration date <sup>xvii</sup>	Exercise/ Conversion period <sup>xviii</sup>	Number of voting rights instrument refers to	% of voting rights <sup>xix, xx</sup>	
N/A	N/A	N/A	N/A	N/A	Nominal	Delta
					N/A	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
46,066,427	Below 3%

**9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: <sup>xxi</sup>**

The College Retirement Equities Fund (“CREF”) hereby informs you as of January 21, 2015 we held 10,851,283 shares of G4S Plc. CREF owns these shares through two of its investment accounts, the Global Equities Account and Stock Account. It is our understanding the total voting shares outstanding of G4S Plc is 1,551,594,436 bringing CREF’s ownership in your company to a 0.699% level.

For your information, CREF is a U.S. based investment company, which is registered with the Securities and Exchange Commission (“SEC”). CREF has multiple investment accounts, each with separate investment objectives and policies. All assets in the accounts are beneficially owned by CREF, and all the accounts are managed by TIAA-CREF Investment Management, LLC, an SEC registered investment adviser.

Additionally, affiliates of CREF on January 22, 2015 sold 1,444,870 shares bringing the total owned to 35,215,144 shares of G4S Plc. These holdings are owned by the TIAA-CREF Funds (“Funds”), and the TIAA-CREF Life Funds (“Life Funds”), each of which are SEC registered investment companies. The Funds and Life Funds are managed by Teachers Advisors, Inc., an SEC registered investment adviser that is affiliated with TIAA-CREF Investment Management, LLC. These affiliated funds, aggregated with those of CREF, own a total of 46,066,427 or 2.969% of the outstanding voting shares of your company. Because Teachers Advisors, Inc. and TIAA-CREF Investment Management, LLC follow the same policies when voting these funds, we are aggregating the holdings for purposes of this letter.

(See Exhibit A)

**Proxy Voting:**

<b>10. Name of the proxy holder:</b>	TIAA-CREF Investment Management, LLC/Teachers Advisors, Inc.
<b>11. Number of voting rights proxy holder will cease to hold:</b>	N/A
<b>12. Date on which proxy holder will cease to hold voting rights:</b>	N/A

<b>13. Additional information:</b>	
<b>14. Contact name:</b>	Peter David, Company Secretary
<b>15. Contact telephone number:</b>	+ 44(0)1293 554584

**EXHIBIT A**

**TIAA-CREF  
Summary of Holdings of G4S Plc  
Between January 21, 2015 - January 22, 2015**

	<u>TIAA-CREF Investment Management LLC</u> ("CREF")				<u>Teachers Advisors, Inc.</u>					Aggregate Holding	
	Global Equities Account	Stock Account	Total CREF Holdings	Total CREF %	TIAA-CREF International Equity Fund	TIAA-CREF Life International Equity Fund	TIAA-CREF Intl Equity Index Fund	Total Mutual Funds Holdings	Total Mutual Funds %	Total Holdings	Total %
Holdings as of January 21, 2015	78,478	10,772,805	10,851,283	<b>0.699%</b>	35,086,073	819,781	754,160	36,660,014	<b>2.363%</b>	47,511,297	<b>3.062%</b>
Transactions as of January 22, 2015	-	-	-	<b>0.000%</b>	(1,395,939)	(48,931)	-	(1,444,870)	<b>-0.093%</b>	(1,444,870)	<b>-0.093%</b>
Holdings as of January 22, 2015	78,478	10,772,805	10,851,283	<b>0.699%</b>	33,690,134	770,850	754,160	35,215,144	<b>2.270%</b>	46,066,427	<b>2.969%</b>

Total Voting Shares Outstanding	1,551,594,436
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Exhibit B.

**TIAA-CREF Investment Management, LLC**

College Retirement Equities Fund (“CREF”) \*

- CREF Stock Account
- CREF Global Equities Account

\* Registered Investment Company

Exhibit C.

**Teachers Advisors, Inc.**

TIAA-CREF Funds \*

- International Equity Fund
- International Equity Index Fund

TIAA-CREF Life Funds \*

- Life International Equity Fund

\* Registered Investment Company