

RNS Offer Update

Extension of Cash Offer for G4S plc

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Garda World Security Corporation
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Garda World Security Corporation

("GardaWorld") through its wholly-owned subsidiary
Fleming Capital Securities, Inc. ("Fleming")

Extension of Cash Offer for G4S plc

On 17 October 2020, GardaWorld published an offer document (the "**Offer Document**") setting out the full terms and conditions of its offer, made through its wholly-owned subsidiary Fleming, to acquire the entire issued and to be issued share capital of G4S plc ("**G4S**") announced on 30 September 2020 (the "**Offer**").

Extension of Offer

The Offer, which remains subject to the terms and conditions set out in the Offer Document, is being extended and will remain open for acceptance until 1.00 p.m. (London time) on Wednesday, 16 December 2020.

Stephan Crétier, Founder, Chairman, President and CEO of GardaWorld said:

"Throughout this process we have not seen a single piece of evidence to suggest that our offer of 190p in cash is anything other than full and fair. Aspirational targets and non-binding promises on dividends do not, in our view, equate to a sound business valuation.

"GardaWorld and BC Partners are disciplined buyers who will not be susceptible to post-pandemic market euphoria. COVID-19 was not the cause of the slump in performance at G4S and neither will its hoped-for abatement be the trigger for improved business performance.

"The stark truth is that the existence of our bid has been the primary driver of G4S's share price since our approach to the Board, when it was 102p.

"GardaWorld and G4S were founded by entrepreneurs who understood the importance of being a people-orientated business. G4S has since lost its way but we have the skills, experience and ambition to make G4S world class again."

Actions to be taken

G4S Shareholders who have not yet accepted the Offer are urged to do so as soon as possible and by the following deadlines:

- If you hold your G4S Shares in certificated form (that is, not in CREST), you should complete and return the Form of Acceptance as soon as possible and in any event so as to be received by the Receiving Agent, Computershare Investor Services PLC, **by no later than 1.00 p.m. (London time) on Wednesday, 16 December 2020.**
- If you hold your G4S Shares in uncertificated form (that is, in CREST), you should ensure that an Electronic Acceptance is made by you or on your behalf and that settlement occurs as soon as possible and in any event **by no later than 1.00 p.m. (London time) on Wednesday, 16 December 2020.** If you hold your G4S Shares through a CREST sponsored member, you should contact your CREST sponsor as only your CREST sponsor will be able to send the necessary instruction to Euroclear.

Full details on how to accept the Offer are set out in the Offer Document. The Offer Document is available online at: www.garda.com/investors/g4s.

G4S Shareholders with any questions relating to this announcement or the completion and return of the Form of Acceptance or the making of an Electronic Acceptance (as the case may be) should telephone the Receiving Agent, Computershare, on 0370 707 4021 or, if calling from outside the United Kingdom, +44 (0) 370 707 4021. Lines are open from 8.30 a.m. until 5.30 p.m. (London time) Monday to Friday (excluding English and Welsh public holidays). Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

Defined terms used but not defined in this announcement have the same meanings as set out in the Offer Document.

Level of acceptances

As at 1.00 p.m. (London time) on 28 November 2020, Fleming had received valid acceptances in respect of a total of 2,777,652 G4S Shares, representing approximately 0.17 per cent. of the issued share capital of G4S, which Fleming may count towards the satisfaction of the Acceptance Condition. So far as Fleming is aware, none of these acceptances have been received from persons acting in concert with Fleming.

In addition, Fleming holds in aggregate 24,065,190 G4S Shares, representing approximately 1.55 per cent. of G4S's issued share capital. Accordingly, Fleming either holds, or has received valid acceptances of its Offer in respect of, a total of 26,842,842 G4S Shares, representing approximately 1.73 per cent. of G4S's issued share capital, which may count towards satisfaction of the Acceptance Condition.

The percentage of G4S Shares referred to in this section is based upon a figure of 1,551,594,436 G4S Shares in issue.

- Ends -

For more information

GardaWorld

Stephan Crétier, Founder, Chairman, President and CEO
c/o Montfort Communications

BC Partners

Raymond Svider, Partner and Chairman
Paolo Notarnicola, Partner
c/o Montfort Communications

Montfort Communications

Nick Miles +44 (0)77 3970 1634
Olly Scott +44 (0)78 1234 5205

Barclays Bank PLC, acting through its Investment Bank, as Joint Lead Financial Adviser to GardaWorld

Omar Faruqui
Chad Parker
Tom Macdonald

UBS, as Joint Lead Financial Adviser to GardaWorld

Jonathan Rowley
Jonathan Retter
Sandip Dhillon

BofA Securities, as Joint Lead Financial Adviser to GardaWorld

Eamon Brabazon
Geoff Iles
Justin Anstee

Jefferies, as Financial Adviser to GardaWorld

Daniel Frommelt
Philip Noblet
James Thomlinson

Important Notices

Capitalised terms used in this section (*Important Notices*) but not defined have the meanings given to them in the Offer Document.

Important notices relating to financial advisers

Barclays Bank PLC, acting through its Investment Bank ("**Barclays**"), which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the FCA and the Prudential Regulation Authority, is acting exclusively for GardaWorld and Fleming and no one else in connection with the matters described herein and will not be responsible to anyone other than GardaWorld or Fleming for providing the protections afforded to clients of Barclays nor for providing advice in relation to the other matters referred to herein.

UBS AG London Branch is authorised and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorised by the Prudential Regulation Authority and subject to regulation by the FCA and limited regulation by the Prudential Regulation Authority in the United Kingdom. UBS AG London Branch and UBS Securities LLC (collectively, "UBS") are acting exclusively for GardaWorld and Fleming and no one else in connection with the matters described herein and will not be responsible to anyone other than GardaWorld or Fleming for providing the protections afforded to clients of UBS nor for providing advice in relation to the matters referred to herein.

Merrill Lynch International ("**BofA Securities**"), which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the FCA and the Prudential Regulation Authority, is acting exclusively for GardaWorld and Fleming and no one else in connection with the matters described herein and will not be responsible to anyone other than GardaWorld or Fleming for providing the protections afforded to clients of BofA Securities nor for providing advice in relation to the matters referred to herein.

Jefferies International Limited ("**Jefferies**") which is authorised and regulated in the UK by the Financial Conduct Authority, is acting exclusively for GardaWorld and Fleming and no one else in connection with the Offer and shall not be responsible to anyone other than GardaWorld or Fleming for providing the protections afforded to clients of Jefferies nor for providing advice in connection with the matters referred to herein. Neither Jefferies, nor any of its affiliates, subsidiaries or branches owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person other than GardaWorld or Fleming in connection with any statement contained herein or otherwise.

Further information

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, subscribe for, otherwise acquire, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the offer referenced herein or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. The Offer will be implemented solely pursuant to the terms of the Offer Document and the accompanying Form of Acceptance which, together, contain the full terms and conditions of the Offer, including details of how to accept the Offer.

G4S Shareholders are advised to read the Offer Document and the Form of Acceptance carefully because they contain important information in relation to the Offer. Any decision by G4S Shareholders in respect of the Offer should be made only on the basis of the information contained in the Offer Document and the Form of Acceptance.

This announcement has been prepared for the purpose of complying with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of jurisdictions outside the United Kingdom. The Acquisition will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange ("LSE") and the Financial Conduct Authority ("FCA").

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments.

Publication on website and availability of hard copies

A copy of this announcement and the documents required by Rule 26 of the City Code will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on GardaWorld's website (www.garda.com/investors/g4s) by no later than 12 noon (London time) on the Business Day following this announcement. The content of the websites referred to in this announcement are not incorporated into and does not form part of this announcement.

G4S Shareholders may request a hard copy of the Offer Document and Form of Acceptance by contacting Computershare, by telephone between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (excluding English and Welsh public holidays) on 0370 707 4021 or, if calling from outside the United Kingdom, +44 (0) 370 707 4021. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or from an independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are located in the United Kingdom or, if you are located outside the United Kingdom, from an appropriately authorised independent financial adviser.

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