

**Note for Analyst:** *This document is there to guide Boudicca Analysts when calling small, private 'retail' shareholders whose shares are not held under their name, and so are required to instruct their broker in order to vote.*

**UNSOLICITED CASH OFFER**  
**By**  
**GARDA WORLD SECURITY CORPORATION**  
**through its wholly-owned subsidiary Fleming Capital Securities, Inc.**  
**for**  
**G4S PLC**

**Outbound Script – UK Beneficial Holders – Indirectly held through PCBs only**

**Information Agent – Boudicca Proxy Consultants**  
**UK and Rest of the World: +44 (0) 207 099 2075**

This script has been reviewed by the client's legal and financial advisers and must be strictly adhered to.

**DO NOT DEVIATE FROM THE SCRIPT OR OFFER PERSONAL COMMENT.**

*The ONLY things you can say are correctly worded for you in this script and the accompanying Q&As. You must not provide what you think may be the answer and most importantly:*

**DO NOT OFFER ANY OPINION OR GIVE ADVICE AS TO THE MERITS OF THE OFFER AS THIS IS IN BREACH OF THE RELEVANT LEGAL AND REGULATORY FRAMEWORK.**

- Shareholders are under no obligation to answer any question, at any time.
- All calls should be recorded and a written record of each call must be maintained.
- Answer all routine questions from the Q&A document and script provided.
- Record all shareholders' questions that are not covered in the Q&A document and script.
- Record ALL shareholders' anecdotal comments.
- If a shareholder does not wish to continue at any stage, then thank them for their time, terminate the call and record the response accordingly.
- No calls should be made into Australia, Canada or Japan.
- No calls should be made to ex-directory numbers.
- Calls should only be made between 9 a.m. and 8 p.m. Monday to Friday (excluding Bank holidays and religious holidays) and between 10 a.m. and 2 p.m. on Saturdays unless express permission is given by the shareholder concerned.
- No calls should be made to a place of work unless express permission is given by the shareholder concerned.
- No attempt should be made to obtain information from or communicate with (other than leaving a message) any members of the shareholder's household.
- Only one message should be left for any one shareholder.
- Shareholders should not be pressured and must be encouraged to consult their professional advisers.
- Decline to answer any questions that fall outside the information in the script.





Script Text	Caption	Response
<p><b>INTRODUCTION:</b></p> <p>Hello, may I please speak with [shareholder]?</p> <p>Good morning/afternoon/evening, my name is [name]. I am calling on behalf of <b>G4S plc</b> in relation to its <b>Unsolicited Cash Offer by Garda World Security Corporation</b></p> <p>Is this a convenient time to call? I will only take two to three minutes of your time.</p>	<p>Not Available</p> <p>Spouse or third party asks what call is regarding</p> <p>Not convenient</p>	<p>Is there a convenient time to contact them?</p> <p>I am calling from Boudicca Proxy with regards to a non-urgent financial matter.</p> <p>I'm sorry to have troubled you. When would be the best time to contact you again?</p>
<p><b>CALL RECORDING:</b></p> <p>First, I want to inform you that this call will be recorded for quality control and regulatory purposes.</p>	<p>Refuses to be recorded</p>	<p>Sorry to disturb you. Have a nice day.</p>
<p><b>CONFIRM SHAREHOLDER:</b></p> <p>You are under no obligation to answer if you do not want to, but may I confirm that you are still a shareholder in <b>G4S plc</b>?</p>	<p>No</p> <p>Has sold shares</p>	<p>Sorry to disturb you. Have a nice day.</p> <p><i>Agent: Record SOLD in the file.</i></p>
<p><b>DOCUMENT RECEIPT:</b></p> <p><i>UK beneficial owners holding through private client brokers are not posted the Offer Document nor the Defence Document</i></p> <p>As your shareholding is through a broker and not directly, you may not have received the Offer Document relating the Unsolicited Cash Offer.</p> <p>You are under no obligation to answer if you do not want to, but may I confirm that you have received these?</p>	<p>Yes / No</p> <p>If request of request</p>	<p>Please note that the Board will be writing to shareholders in accordance with the Code within 14 days from the posting of the offer document with its formal response to the Offer, which will explain in detail its reasons for recommending that shareholders REJECT the Offer. The document in due course will also available on the company website at <a href="http://www.g4s.com">www.g4s.com</a>.</p> <p>Should you wish to receive any kind of documents, please contact your broker.</p> <p><i>Agent: Proceed to provide information</i></p>



**PROVIDE INFORMATION:**

By way of background, GardaWorld Security Corporation (“GardaWorld”) on 17 October 2020 confirmed that it has posted an offer document containing the full terms and conditions of its unsolicited offer to acquire the entire issued and to be issued share capital of G4S for 190 pence in cash per share (the “Offer”), which follows GardaWorld’s announcement on 30 September 2020 pursuant to Rule 2.7 of the City Code on Takeovers and Mergers (the “Code”).

**The G4S Board remains of the view that the GardaWorld offer of 190 pence per share significantly undervalues G4S and its prospects.**

We would specifically draw your attention to the announcements made by the G4S Board on 7 October 2020 and 19 October 2020, which set out the reasons for the Board’s rejection.

These RNS announcements are published on G4S website. For more information, please refer to the latest G4S RNS announcement on the company website, investors section.

**ACCEPTANCE INTENTIONS:**

You are under no obligation to answer if you do not want to, but may I ask whether you intend to reject or accept the Unsolicited Cash Offer?

Will Not Accept; Will Accept; Undecided; or Will Not Disclose

*Agent: Proceed to how to reject the Offer and Conclusion*

**HOW TO REJECT THE OFFER:**

Should you wish to reject the Cash Offer, you only need to take NO ACTION in relation to the documents you have received.

*Only if asked how to accept the Offer: If you wish to accept the Cash Offer, you should contact your Private Client Broker directly and instruct them accordingly.*

**END CALL:**

Thank you for your time. Have a nice day.

**Voicemail Message (only to be left on the final round of calls)**

This is a courtesy call for [Shareholder] on behalf G4S plc in relation to the Unsolicited Cash Offer by Garda World Security Corporation

**The Board unanimously rejects the offer as it significantly undervalues the company and advises shareholders to take absolutely NO ACTION in relation to the Cash Offer by Garda World**

If you require assistance or have any questions, please contact Boudicca Proxy Consultants, the Shareholder Communications Agent to G4S plc, on **+44 (0) 207 099 2075**. The helpline is open between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday. Please note that the helpline cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

Thank you. Have a nice day.