

**THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (REGULATION (EU) NO. 596/2014, AS AMENDED).**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN, ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT (SEE “OFFER AND DISTRIBUTION RESTRICTIONS” BELOW).**

**G4S International Finance plc announces tender offers and proposals for its €500,000,000 1.50 per cent. Notes due 2023, €500,000,000 1.50 per cent. Notes due 2024 and €550,000,000 1.875 per cent. Notes due 2025**

20 May 2021. G4S International Finance plc (the **Issuer**) today announces separate invitations to:

(i) holders (the **Noteholders**) of the notes described below (together the **Notes** and each series of the Notes, a **Series**) issued by the Issuer and guaranteed by G4S plc (the **Company**) to tender any and all of their Notes for purchase by the Issuer for cash (each such invitation referred to in this paragraph (i), an **Offer** and together the **Offers**); and

(ii) Noteholders of each Series to approve, by Extraordinary Resolution (as defined below), the modification of the terms and conditions of the relevant Series (in respect of each Series, the **Conditions**) to provide for the Issuer to redeem (the **Issuer Early Redemption**) all, but not some only, of the relevant Series that remains outstanding (if any) on completion of the relevant Offer (each such invitation referred to in this paragraph (ii), a **Proposal** and together the **Proposals**),

subject, in each case, to the terms and conditions set out in the Tender Offer Memorandum dated 20 May 2021 (the **Tender Offer Memorandum**) including, in the case of the Offers, the offer and distribution restrictions described below and set out more fully in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are (subject to distribution restrictions) available from the Tender and Information Agent referred to below. Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

Description of the Notes	ISIN / Common Code	Nominal Amount Outstanding	Total Early Tender Consideration*	Early Tender Payment*	Purchase Price*	Amount subject to the relevant Offer
€500,000,000 1.50 per cent. Notes due 2023 of the Issuer guaranteed by the Company	XS1515216650 / 151521665	€500,000,000	102.125 per cent.	2.00 per cent.	100.125 per cent.	Any and all
€500,000,000 1.50 per cent. Notes due 2024 of the Issuer guaranteed by the Company	XS1619992883 / 161999288	€500,000,000	103.375 per cent.	3.00 per cent.	100.375 per cent.	
€550,000,000 1.875 per cent. Notes due 2025 of the Issuer guaranteed by the Company	XS1824462896 / 182446289	€550,000,000	104.50 per cent.	4.00 per cent.	100.50 per cent.	

\* As a percentage of the nominal amount of the relevant Notes.

### **Rationale for the Offers and the Proposals**

On 6 April 2021, Atlas UK Bidco Limited, a newly incorporated entity that is indirectly controlled by Allied Universal Topco LLC (**Allied Universal**), announced that its recommended cash offer for the Company had become unconditional in all respects.

The Company understands that Allied Universal wishes to streamline its capital structure to provide greater flexibility going forward. As such the Company is making the Offers and the Proposals with a view to achieving this goal. In addition, should the Offers be accepted and the Proposals passed, this will allow the Company to apply to S&P Global Ratings to withdraw the ratings of the Company and the Notes.

The Offers for the Notes are therefore structured on an any-and-all basis in order to give all holders of Notes the opportunity to exit such Notes at a premium to market level prevailing at the time of launch.

The Company understands that Allied Universal intends to use the amounts borrowed by it under various recent financing arrangements it has put in place, together with cash on hand and certain equity contributions, to fund the Offers and redemption of the Notes should the Extraordinary Resolutions be passed.

Notes purchased in the Offers are expected to be cancelled.

Following confirmation by Allied that its recommended cash offer for the Company had become unconditional on 6 April 2021, a Change of Control (as defined in the terms and conditions of the Notes) occurred under the terms and conditions of each series of Notes. On 22 April 2021, S&P Global Ratings announced that it had downgraded the Company's credit rating, and the Company's senior unsecured debt rating (in respect of the Notes), in each case, from BBB- to B.

On 26 April 2021 the Company on behalf of the Issuer notified holders of each series of Notes that, pursuant to Condition 5.4(f) in relation to each series of Notes, a Step Up Rating Change had occurred. As a result, from and including the first Interest Payment Date following the date of a Step Up Rating Change the Rate of Interest payable on the Notes, for so long as they remain outstanding, will be increased by the relevant Step Up Margin. Such Interest Payment Date is, 9 January 2022 in respect of the €500,000,000 1.50 per cent. Notes due 2023, 2 June 2021 in respect of the €500,000,000 1.50 per cent. Notes due 2024 and 24 May 2021 in respect of the €550,000,000 1.875 per cent. Notes due 2025.

Should the Offers and the Proposals be unsuccessful such that any Notes remain outstanding, a Put Event (as defined in the terms and conditions of the Notes) is likely to occur under the terms and conditions of each series of Notes. If a Put Event occurs, holders of the Notes have the option to require the Issuer to redeem or at the Issuer's option to purchase (or procure the purchase) of their Notes on the Put Date at par plus accrued interest to such date. It is expected that the Put Event will arise on 4 August 2021 (being the date that falls 120 days following the date of the change of control and assuming the Company's rating does not revert to investment grade during this period, as more fully described in the term and conditions of the Notes). Following the occurrence of a Put Event, the Issuer would be required to give notice to holders of the Notes that a Put Event has occurred and holders wishing to exercise their put right must do so within a period of 45 days following such notice. Should holders elect to exercise their put right, they would be paid par on the relevant redemption date, plus accrued interest to such date.

For the avoidance of doubt, the acquisition by Allied Universal of the Company does not give rise to an event of default under the Notes.

#### Details of the Offers

The Issuer will pay, on the Settlement Date, for the Notes of each Series accepted by it for purchase pursuant to the relevant Offer, a cash purchase price as specified in the table above (in each case the **Purchase Price** and together the **Purchase Prices**).

The Issuer will also pay, on the Settlement Date, an Accrued Interest Payment in respect of those Notes accepted for purchase pursuant to the relevant Offer(s).

In order to participate in an Offer, Noteholders must validly tender their Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender and Information Agent by 9.00 a.m. (London time) on 18 June 2021 (the **Expiration Deadline**).

Each Noteholder that validly tenders its Notes by delivering, or arranging to have delivered on its behalf, a valid Tender Instruction that is received by the Tender and Information Agent by 10.00 p.m. (London time) on 3 June 2021 (the **Early Tender Deadline**) (and does not subsequently revoke such tender in the limited circumstances in which such revocation is permitted, as described in the Tender Offer Memorandum), will also receive the early tender payment for the relevant Series set out in the table below (in respect of each Series, the **Early Tender Payment**) in addition to the relevant Purchase Price and Accrued Interest Payment, all as further described in the Tender Offer Memorandum. The relevant Purchase Price and Early Tender Payment in respect of each Series are referred to in this announcement as, in respect of such Series, the **Total Early Tender Consideration**.

Notes	Early Tender Payment (expressed as a percentage of the nominal amount of the relevant Notes)
€500,000,000 1.50 per cent. Notes due 2023 (ISIN: XS1515216650)	2.00 per cent.
€500,000,000 1.50 per cent. Notes due 2024 (ISIN: XS1619992883)	3.00 per cent.

€550,000,000 1.875 per cent. Notes due 2025 (ISIN: XS1824462896)	4.00 per cent.
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The Issuer currently intends to only accept valid tenders of Notes pursuant to any Offer if the Extraordinary Resolutions (as described below) for all three Series are passed, although the Issuer reserves the right (in its sole discretion) to accept valid tenders of Notes of a Series in the circumstances where the Extraordinary Resolution(s) for one or more Series is (or are) not passed, or to accept valid tenders of Notes of one or more Series for purchase but not the other Series and may make any such decision for any reason.

If the Issuer decides to accept valid tenders of Notes pursuant to one or more of the Offers, the Issuer will accept for purchase all of the Notes of each Series that are the subject of such Offer(s) that are validly tendered and there will be no scaling of any tenders of Notes of such Series for purchase.

### Details of the Proposals

The Issuer is also separately inviting the holders of each Series to approve certain modifications to the relevant Conditions to provide for the Issuer to redeem (the **Issuer Early Redemption**) all, but not some only, of the Notes of such Series that remain outstanding (if any) on completion of the relevant Offer, at an early redemption amount (in respect of each Series, the **Early Redemption Amount**) set out in the table below plus Accrued Interest. If the Proposal for any Series is implemented, such Series shall be automatically redeemed without any further action being required to be taken by the Issuer, the Company or the holder of the relevant Notes on the date (in respect of each Series, the **Early Redemption Date**) specified in the relevant Supplemental Trust Deed, expected to be 22 June 2021 (assuming no adjournment is needed for the relevant Meeting(s) (as defined below)).

Notes	Early Redemption Amount (expressed as a percentage of the nominal amount of the relevant Notes)
€500,000,000 1.50 per cent. Notes due 2023 (ISIN: XS1515216650)	100.125 per cent.
€500,000,000 1.50 per cent. Notes due 2024 (ISIN: XS1619992883)	100.375 per cent.
€550,000,000 1.875 per cent. Notes due 2025 (ISIN: XS1824462896)	100.50 per cent.

Notice (the **Notice**) of separate meetings (together the **Meetings**) of the Noteholders to be held (via teleconference) on 18 June 2021, and at the times specified in the Notice, has been published on or around the date of this announcement in accordance with the Trust Deed by delivery to the Clearing Systems for communication to Direct Participants.

At each Meeting, the Noteholders of the relevant Series will be asked to consider and, if thought fit, pass an extraordinary resolution as set out in the Notice (each an **Extraordinary Resolution**), which will provide, among other things, for the Trustee to be authorised, directed and requested to concur in and execute the Supplemental Trust Deed in respect of the relevant Series to effect the necessary modifications pursuant to such Extraordinary Resolution, which will implement the relevant Proposal.

If passed, an Extraordinary Resolution shall be binding on all Noteholders of the relevant Series, whether present or not at the relevant Meeting and whether or not voting. The implementation of the Extraordinary Resolution in respect of any Series, if passed, is conditional on the acceptance for purchase by the Issuer of the Notes of the relevant Series that have been validly tendered in the Offer applicable to such Series.

Any Noteholder who does not wish, or is not able, to tender its Notes for purchase pursuant to the relevant Offer may be eligible, to the extent permitted by applicable laws and regulations, to receive the early consent fee for the relevant Series set out in the table below (in respect of each Series, the **Early Consent Fee**). In order to be eligible for the relevant Early Consent Fee, Noteholders must deliver, or arrange to have delivered on their behalf, a valid Voting Only Instruction in favour of the relevant Proposal that is received by the Tender and Information Agent by the Early Tender Deadline (and which is not subsequently revoked (in the limited circumstances in which such revocation is permitted)). Any Noteholder who submits a valid Voting Only Instruction against the relevant Proposal will not be eligible for the relevant Early Consent Fee, irrespective of whether such Voting Only Instruction is received by the Tender and Information Agent by the Early Tender Deadline. For the avoidance of doubt, any Noteholder who has submitted a valid Voting Only Instruction in favour of the relevant Proposal by the Early Tender Deadline and is eligible for the relevant Early Consent Fee will not be eligible for the relevant Purchase Price, Accrued Interest Payment or Early Tender Payment pursuant to the relevant Offer.

Notes	Early Consent Fee (expressed as a percentage of the nominal amount of the relevant Notes)
€500,000,000 1.50 per cent. Notes due 2023 (ISIN: XS1515216650)	2.00 per cent.
€500,000,000 1.50 per cent. Notes due 2024 (ISIN: XS1619992883)	3.00 per cent.
€550,000,000 1.875 per cent. Notes due 2025 (ISIN: XS1824462896)	4.00 per cent.

Where payable, the relevant Early Consent Fee will be paid by the Issuer to relevant Noteholders on the Settlement Date in the same manner as the payment of the relevant Purchase Price is made to eligible Noteholders (subject to the right of the Issuer to amend such date of payment to follow any adjourned Meeting for the relevant Series, if required, and otherwise as set out in the Tender Offer Memorandum).

**By either (i) submitting a Tender Instruction in respect of the relevant Offer or (ii) submitting a Voting Only Instruction in respect of the relevant Proposal, that in either case is received by the Tender and Information Agent by 5.00 p.m. (London time) on 15 June 2021 (the Voting Deadline), Noteholders will automatically instruct the Agent to appoint one or more representatives of the Tender and Information Agent as their proxy to vote (a) in the case of Tender Instructions, in favour of, or (b) in the case of Voting Only Instructions, in favour of or against (as specified in the relevant Voting Only Instruction) the relevant Extraordinary Resolution at the relevant Meeting. It will not be possible to validly tender Notes in the Offers or to validly submit Voting Only Instructions in the Proposals without at the same time giving such instructions to the Agent.**

### Quorum and Voting

The quorum required for each Meeting to consider the relevant Extraordinary Resolution is one or more persons present and holding or representing in the aggregate not less than two-thirds of the aggregate nominal amount of the relevant Series for the time being outstanding. In the event the necessary quorum for an Extraordinary Resolution is not obtained at the relevant Meeting, such Meeting will be adjourned. At any adjourned Meeting one or more persons present and holding or representing in the aggregate not less than one-quarter of the aggregate nominal amount of Notes of the relevant Series for the time being outstanding will form a quorum. To be passed at the relevant Meeting (including any adjourned such Meeting), an Extraordinary Resolution requires a majority consisting of not less than three-quarters of the votes cast at such Meeting.

If passed, an Extraordinary Resolution shall be binding on all Noteholders of the relevant Series, whether present or not at the relevant Meeting and whether or not voting. The implementation of the Extraordinary Resolution in respect of any Series, if passed, is conditional on the acceptance for purchase by the Issuer of the Notes of the relevant Series that have been validly tendered in the Offer applicable to such Series.

### General

Under the Offers and the Proposals, all Tender Instructions and Voting Only Instructions will be irrevocable except in the limited circumstances described in the Tender Offer Memorandum. Tender Instructions must be submitted in respect of a minimum nominal amount of €100,000 (being the minimum denomination of each Series), and may be submitted in integral multiples of €1,000 thereafter. Voting Only Instructions must be submitted in respect of a minimum nominal amount of €1,000. A separate Tender Instruction or Voting Only Instruction in respect of the relevant Proposal must be submitted in respect of each Series.

### Indicative Timetable

Date	Event
20 May 2021	<i>Launch Date</i>
	Offers announced. Notice delivered to Clearing Systems for communication to Direct Participants. Tender Offer Memorandum available from the Tender and Information Agent.

10.00 p.m. (London time) on 3 June 2021	<i>Early Tender Deadline</i>
	Deadline for receipt by the Tender and Information Agent of all Tender Instructions and Voting Only Instructions in favour of the relevant Proposal(s) from Noteholders in order for such Noteholders to be eligible for the Total Early Tender Consideration or the relevant Early Consent Fee, as the case may be.
5.00 p.m. (London time) on 15 June 2021	<i>Voting Deadline</i>
	Deadline for receipt by the Tender and Information Agent of all Tender Instructions and Voting Only Instructions in order for Noteholders to be able to participate in the Offers or the Proposals, as applicable, and automatically make a proxy appointment in respect of the relevant Extraordinary Resolution at the relevant Meeting
9.00 a.m. (London time) on 18 June 2021	<i>Expiration Deadline</i>
	Deadline for receipt by the Tender and Information Agent for all Tender Instructions in order for Noteholders to be eligible for the relevant Purchase Price
From 10.00 a.m. (London time) on 18 June 2021	<i>Meetings</i>
As soon as reasonably practicably after the Expiration Deadline on 18 June 2021	<i>Announcement of Results and (if applicable) Execution of Supplemental Trust Deeds</i>
21 June 2021	<i>Expected Settlement Date</i>
22 June 2021	<i>Expected Early Redemption Date (if the Supplemental Trust Deed in respect of any Series is executed)</i>

*The above dates and times are indicative only and are subject to the right of the Issuer to extend, re-open, amend, and/or terminate the Offers and/or the Proposals. Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would require to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offers or the Proposals before the deadlines specified above. **The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions and Voting Only Instructions will be earlier than the relevant deadlines above.***

*Subject as provided in the Tender Offer Memorandum, the Settlement Date for each Offer and the Early Redemption Date for each Proposal may be earlier or later than the above dates and could be different. The Issuer will confirm the final Settlement Date for each Offer and the final Early Redemption Date for each Proposal at the same time as the announcement(s) of the results of such Offers and Proposals.*

*The Issuer is under no obligation to accept any tender of Notes for purchase pursuant to the Offers. Tenders of Notes for purchase may be rejected in the sole discretion of the Issuer for any reason and the Issuer is under no obligation to Noteholders to furnish any reason or justification for refusing to accept a tender of Notes for purchase. For example, tenders of Notes may be rejected if the relevant Offer is terminated, if any such tender does not in the determination of the Issuer comply with the requirements of a particular jurisdiction or if the Issuer decides not to accept any tenders of Notes should one or all of the Extraordinary Resolutions not be passed or for any other reason.*

Unless stated otherwise, announcements in connection with the Offers and the Proposals will be made (i) by publication through RNS and (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants. Such announcements may also be made on the relevant Reuters Insider Screen and by the issue of a press release to a Notifying News Service. Copies of all announcements, notices and press releases can also be obtained from the Tender and Information Agent.

**Noteholders are advised to read carefully the Tender Offer Memorandum for full details of and information on the procedures for participating in the Offers and the Proposals.**

Requests for information in relation to the Offers or the Proposals should be directed to:

**The Dealer Manager**

**Citigroup Global Markets Limited**

Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

Attention: Liability Management Group

*In Europe:*

Telephone: +44 20 7986 8969

*In the United States:*

Toll Free: +1 800 558 3745

Collect: +1 212 723 6106

Email: [liabilitymanagement.europe@citi.com](mailto:liabilitymanagement.europe@citi.com)

Requests for information in relation to Tender Instructions or Voting Only Instructions should be directed to:

**The Tender and Information Agent**

**Lucid Issuer Services Limited**

Tankerton Works  
12 Argyle Walk  
London WC1H 8HA  
United Kingdom

Attention: Arlind Bytyqi

Telephone: +44 20 7704 0880

Email: [g4s@lucid-is.com](mailto:g4s@lucid-is.com)

This announcement is released by G4S International Finance plc and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (Regulation (EU) No. 596/2014, as amended) (**MAR**), encompassing information relating to the Offers and the Proposals described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) No. 2016/1055, this announcement is made by Celine Barroche, a director of G4S International Finance plc.

**DISCLAIMER** This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to any Offer or Proposal. If any Noteholder is in any doubt as to the action it should take or is unsure of the impact of the implementation of any Proposal or the relevant Extraordinary Resolution to be proposed at a Meeting, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender Notes in the relevant Offer or otherwise participate in the relevant Proposal. None of the Dealer Manager, the Tender and Information Agent, the Trustee, the Issuer and the Company makes any recommendation whether Noteholders should tender Notes in the Offers or otherwise participate in the Proposals.

**OFFER AND DISTRIBUTION RESTRICTIONS**

Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes for purchase pursuant to the relevant Offer(s) will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the relevant Offer to be made by a licensed broker or dealer and the Dealer Manager or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, such Offer shall be deemed to be made by the Dealer Manager or such affiliate, as the case may be, on behalf of the Issuer in such jurisdiction.

The distribution of this announcement and/or the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by the Issuer, the Company, the Dealer Manager and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.

**Italy:** None of the Offers, this announcement, the Tender Offer Memorandum or any other document or materials relating to the Offers have been submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa (CONSOB)* pursuant to Italian laws and regulations. The Offers are being carried out in Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the **Financial Services Act**) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Accordingly, Noteholders or beneficial owners of the Notes that are located in Italy can tender Notes for purchase pursuant to the Offers through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes or the Offers.

**United Kingdom:** The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offers is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the **Financial Promotion Order**)) or persons who are within Article 43 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

**France:** This announcement, the Tender Offer Memorandum and any other document or material relating to the Offers have only been and shall only be distributed in France to qualified investors as defined in Article 2(e) of Regulation (EU) No. 2017/1129, as amended. Neither this announcement nor the Tender Offer Memorandum has been, and will not be, submitted for clearance to nor approved by the *Autorité des Marchés Financiers*.