

No: 4992207

COMPANY LIMITED BY SHARES

RESOLUTIONS OF G4S PLC

SATURDAY



Passed 25 May 2017

At the ANNUAL GENERAL MEETING of the above-named company, duly convened, and held at, The Orchard Suite, Holiday Inn London Sutton, Gibson Road, Sutton, Surrey SM1 2RF on Thursday, 25 May 2017, the following resolutions were duly passed:

As an ORDINARY RESOLUTION:

"17. 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 on the date of the next Annual General Meeting of the company, save that the company shall be entitled to make offers or 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)."

As SPECIAL RESOLUTIONS:

- "18. That, subject to the passing of Resolution 17, the directors be and are hereby authorised, in addition to any authority granted under Resolution 17, to allot equity securities (as defined in 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:

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 17 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);

(a) 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

(b) the allotment of equity securities or sale of treasury shares (otherwise than under sub-paragraph (a) of this Resolution 18) up to a nominal amount of £19,394,000;

such authority shall expire at the conclusion of the next Annual General Meeting of the company, or if earlier, close of business on 24 August 2018 but, in each case, prior to its expiry the company may make offers, and enter into agreements, 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."

- "19. That, subject to the passing of Resolution 17, the directors be authorised, in addition to any authority granted under Resolution 18, to allot equity securities (as defined in 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,

such authority to expire at the conclusion of the next Annual General Meeting of the company, or if earlier, close of business on 24 August 2018 (but, in each case, prior to its expiry the company may make offers, and enter into agreements, 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.”

“20. That the company be and is hereby generally and unconditionally authorised for the purposes of section 701 of 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 an 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 contracted to be purchased and (b) the amount stipulated by Article 3(2) of the EU Buy-back and Stabilisation Regulation (2016/1052/EU) being the higher of 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 20 will be carried out); and
- (iv) this authority shall, unless previously revoked or varied, expire at the conclusion of the Annual General Meeting of the company to be held in 2018 (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).”

“22. That a general meeting of the company, other than an Annual General Meeting, may be called on not less than 14 clear days’ notice.”

Celine Barroche

Company Secretary