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group 4 securicor

Offer Document



*Recommended Share Exchange Offer by
Group 4 Securicor plc for the shares of
Group 4 A/S in connection with the merger
of the security business of Group 4 Falck A/S
with Securicor plc*

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Appendix 1: Statement and recommendation of the Board of Directors of Group 4 Falck A/S and the designated Board of Directors of Group 4 A/S

Appendix 2: Offer Advertisement

This Recommended Offer Document and the related Acceptance Form contain important information that should be read before any decision is made with respect to accepting the Recommended Offer.

Choice of Law

The Recommended Offer has been prepared in accordance with and is made pursuant to Section 32, Subsection 2, of the Danish Securities Trading Act and the Danish Securities Council's executive order no. 827 of 10 November 1999. This Recommended Offer as well as acceptance thereof is subject to Danish law and jurisdiction. The Recommended Offer is not applicable to persons whose acceptance of the Recommended Offer would require the issuance of an offer document, registration or other measures beyond the requirements of Danish legislation. **The Recommended Offer Document and the related Acceptance Form may not be distributed in any country in which such distribution of the documents would require measures other than those required pursuant to Danish law or in which they would conflict with regulations of such country.**

Changes to the Recommended Offer

No one has been authorised to provide any information or make any representation on behalf of Group 4 Securicor in connection with the Recommended Offer that is not contained in this Recommended Offer Document or the related Acceptance Form and, if given or made, such information or representation cannot and must not be relied upon as accurate or authorised by Group 4 Securicor, Group 4 Falck or Securicor. The delivery of this Recommended Offer Document shall not, under any circumstances, imply in any way that there has been no change in the affairs of Group 4 Securicor, Group 4 Falck or Securicor since the date hereof or that the information in this Recommended Offer Document or in the documents referred to herein is correct as of any time subsequent to the dates hereof or thereof. Any material changes to the terms and conditions of the Recommended Offer will be announced through the Copenhagen Stock Exchange.

Forward-Looking Statements

Statements in this Recommended Offer Document relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and benefits of the Recommended Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as "anticipates", "intends", "expects", "believes", or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of Group 4 Securicor, Group 4 Falck and Securicor, including the effect of changes in general economic conditions, the level of interest rates, fluctuation in demand for Group 4 Securicor's services, competition, technological change, employee relations, regulation, and the potential need for increased capital expenditure (such as that resulting from increased demand, new business opportunities or deployment of new technologies).

United States

Subject to certain limited exceptions, the Recommended Offer is not being and will not be made, directly or indirectly, in or into, the US and will not be capable of acceptance from within the US. **Accordingly, unless Group 4 Securicor determines otherwise, copies of this Recommended Offer Document, the Statement and recommendation from the Group 4 Falck Board and the Group 4 Board, the Offer Advertisement and the related Acceptance Form must not be mailed or otherwise forwarded, distributed or sent in or into or from the US and persons receiving this Recommended Offer Document (including, without limitation, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it into or from the US. Doing so may render invalid any purported acceptance.**

The securities to be issued pursuant to the Recommended Offer have not been and will not be registered under the US Securities Act, nor under any laws of any state of the US, and may not be offered, sold, resold, or delivered, directly or indirectly, in or into the US, except pursuant to an exemption from the registration requirements of the US Securities Act and the applicable state securities laws.

Canada, Japan, Australia and Other Special Jurisdictions

The Recommended Offer is not made either directly or indirectly in and cannot be accepted from within Canada, Japan, Australia or other jurisdictions in which the submission of the Recommended Offer or acceptance thereof is illegal, and the Recommended Offer Document and the related Acceptance Form may not be distributed to shareholders resident in Canada, Japan, Australia or such other jurisdictions.

Accordingly, copies of this Recommended Offer Document, the Offer Advertisement, the Statement and recommendation from the Group 4 Falck Board and the Group 4 Board, the related Acceptance Form and any other related documents are not being and must not be mailed or otherwise distributed or sent in or into Canada, Australia or Japan, including to shareholders with registered addresses in Canada, Australia or Japan or to persons who are known to be custodians, nominees or trustees holding Group 4 Falck shares only for persons in Canada, Australia or Japan. Persons receiving such documents (including, without limitation, custodians, nominees and trustees) should not distribute or send them to Canada, Australia or Japan. Envelopes containing Acceptance Forms should not be postmarked in Canada, Australia or Japan or otherwise despatched from Canada, Australia or Japan and all shareholders accepting the Recommended Offer must provide addresses outside Canada, Australia or Japan for the remittance or receipt of documents in connection with this Recommended Offer.

This Recommended Offer is not being made in any jurisdiction in which it is unlawful to make such an offer under the laws of such relevant jurisdiction. Foreign shareholders wishing to accept the Recommended Offer must satisfy themselves as to the due observance of the laws in the jurisdiction relevant to them, including the receipt of any necessary government consents or the payment of any taxes due.

Financial advisers, sponsors and listing agents

Cazenove & Co. Ltd. is acting exclusively for Securicor and Group 4 Securicor and no-one else in connection with the matters described herein and will not be responsible to anyone other than Securicor and Group 4 Securicor for providing the protection afforded to clients of Cazenove & Co. Ltd., nor for providing advice in relation to matters described herein.

Morgan Stanley & Co. Limited and Morgan Stanley & Co. International Limited are acting exclusively for Securicor and Group 4 Securicor and no-one else in connection with the matters described herein and will not be responsible to anyone other than Securicor and Group 4 Securicor for providing the protection afforded to clients of Morgan Stanley & Co. Limited and Morgan Stanley & Co. International Limited, nor for providing advice in relation to matters described herein.

UBS Limited is acting exclusively for Group 4 Falck and Group 4 Securicor and no-one else in connection with the matters described herein and will not be responsible to anyone other than Group 4 Falck and Group 4 Securicor for providing the protection afforded to clients of UBS Limited, nor for providing advice in relation to the matters described herein.

Translation

This Recommended Offer Document has been prepared in Danish and English. In case of inconsistencies between the Danish and the English text, the Danish text shall prevail.

1. SUMMARY OF RECOMMENDED OFFER

On 24 February 2004, the boards of Group 4 Falck and Securicor announced that they had agreed the terms of a Merger of Group 4 Falck's security business and Securicor. The merged group will have a new holding company, Group 4 Securicor, domiciled in England and with a primary listing on the London Stock Exchange and a secondary listing on the Copenhagen Stock Exchange. The acquisition of Securicor by Group 4 Securicor will be effected by a Scheme of Arrangement in accordance with the UK Companies Act and the acquisition of the security business of Group 4 Falck will be effected by this Recommended Offer.

Accordingly, pursuant to the provisions of the Danish Securities Trading Act and the Danish Securities Council's executive order no. 827 of 10 November 1999 promulgated thereunder, Group 4 Securicor hereby submits a recommended voluntary, public share exchange offer (the "Recommended Offer") to acquire all shares in

Group 4 A/S
Polititorvet
DK-1780 Copenhagen K

Prior to completing the Recommended Offer, Group 4 Falck will carry out a reorganisation, which includes a Demerger of Group 4 Falck in order to separate its security business from its rescue & safety businesses and its GSL business. The result of the Demerger will be that the security business will be held by a new Danish company, Group 4, and the rescue & safety business will be held by another new Danish company, Falck, which will also receive the net proceeds from the sale of GSL announced on 26 May 2004.

The shares of Group 4 will be issued upon completion of the Demerger of Group 4 Falck and are expected to be listed on the Copenhagen Stock Exchange on or around 20 July 2004 following completion of the Demerger expected to take place on 19 July 2004.

Under the terms of the Demerger, Group 4 Falck shareholders will receive 1 share with a nominal value of DKK 1 in Falck and 1 share with a nominal value of DKK 5 in Group 4 for each Group 4 Falck share held at the relevant time.

The Exchange Ratio offered under this Recommended Offer is 8.2 shares in Group 4 Securicor with a nominal value of GBP 0.25 for each share in Group 4 with a nominal value of DKK 5. Assuming all Group 4 shareholders accept this Recommended Offer, after completion of the Merger, former Group 4 Falck shareholders will hold 57.5% of Group 4 Securicor and former Securicor shareholders will hold the remaining 42.5% of Group 4 Securicor.

Upon completion of the Merger, both Securicor and the security business of Group 4 will be owned by Group 4 Securicor through an intermediate UK holding company, Group 4 Securicor Holdings Limited. Group 4 shareholders who do not accept the Recommended Offer (or whose Group 4 shares are not otherwise acquired by Group 4 Securicor) will not hold Group 4 Securicor shares but will continue to hold shares in Group 4.

Group 4 Securicor believes that the Merger represents an attractive opportunity to create a focused global security services provider which will bring substantial benefits to shareholders, employees and customers.

The Group 4 Falck Board unanimously recommends that the shareholders in Group 4 Falck accept the Recommended Offer. This recommendation is supported by an opinion on the fairness of the Merger to Group 4 Falck from Group 4 Falck's financial adviser, UBS Limited.

Group 4 Falck and Securicor have received an undertaking from Jørgen Philip-Sørensen, the Chairman of Group 4 Falck, that he will accept the Recommended Offer. Jørgen Philip-Sørensen has transferred his entire shareholding in Group 4 Falck to the trustees of Skagen 2004 Trust, and the trustees have in conjunction therewith affirmed the undertaking. The undertaking is made in respect of Skagen 2004 Trust's entire shareholding in Group 4 Falck of 20,968,288 shares equivalent to 23.6% of Group 4 Falck's existing share capital and voting rights.

The purpose of the Recommended Offer is to acquire all outstanding shares in Group 4. If Group 4 Securicor acquires a controlling interest in Group 4, Group 4 Securicor will, in accordance with Section

31 of the Danish Securities Trading Act, submit a mandatory, public tender offer to the remaining shareholders of Group 4 on identical terms. If, following the completion of the Recommended Offer and the mandatory public tender offer or otherwise, Group 4 Securicor acquires more than 90% of the share capital and voting rights in Group 4, Group 4 Securicor intends to effect a compulsory acquisition for cash of the outstanding Group 4 shares pursuant to the Danish Companies Act. In such event Group 4 will be delisted from the Copenhagen Stock Exchange.

The Recommended Offer takes effect as of the date of this document and expires on 15 July 2004 at 8 p.m. (Danish time). Group 4 Securicor reserves the right to extend the Offer Period as described in Section 10.18 of this Recommended Offer Document.

Sections 10.11 – 10.17 of this Recommended Offer Document include information about the procedures for acceptance and settlement of the Recommended Offer.

The expected timetable¹ of key events is:

Event	Time and/or date (2004)
Commencement of dealings in Group 4 Falck Acceptance Shares on the Copenhagen Stock Exchange	9 a.m. Danish time 8 June
Latest time for lodging forms for proxies and admission cards for the Group 4 Falck extraordinary general meeting	2 p.m. Danish time 23 June
Group 4 Falck extraordinary general meeting ²	2 p.m. Danish time 28 June
Expiry date of Recommended Offer ³	8 p.m. Danish time 15 July
Last day of dealings in Group 4 Falck shares and Group 4 Falck Acceptance Shares ⁴	19 July
Completion of the Merger, including the Recommended Offer	19 July
Commencement of dealings in Group 4 Securicor shares on the London Stock Exchange and the Copenhagen Stock Exchange and commencement of dealings in the Group 4 and Falck shares on the Copenhagen Stock Exchange	9 a.m. Danish time 20 July
Crediting of Group 4 Securicor shares and of Group 4 and Falck shares to VP accounts	22 July
Crediting of Group 4 Securicor shares to CREST accounts	As soon as possible after 23 July
Latest date for dispatch of share certificates for Group 4 Securicor shares	2 August

Notes:

1. These dates are indicative only and will depend on the conditions to implementation of the Merger being either satisfied or waived.
2. This timetable assumes that there will be a quorum representing at least 50% of the share capital at the Group 4 Falck extraordinary general meeting and that, consequently, Group 4 Falck will not be required to convene a second extraordinary general meeting. In the event that the Group 4 Falck extraordinary general meeting is inquorate, and a second extraordinary general meeting is required, an announcement will be made containing the date of that second extraordinary general meeting together with details of any subsequent revisions to the timetable, and the Recommended Offer may be extended accordingly.
3. The Offer Period for the Recommended Offer may be extended if, for example, it becomes apparent prior to the scheduled closing date that the requisite level of acceptances is unlikely to be received. In that case, all events scheduled to occur after the closing date for the Recommended Offer in the above timetable (including completion of the Merger) would be delayed.
4. Suspension of trading expected from 1 p.m. Danish time.

The Recommended Offer is conditional, amongst other things, upon the valid acceptance of this Recommended Offer by holders of more than 90% (or such lower percentage as either Group 4 Falck or Securicor may in its sole discretion require, provided that such percentage shall not be less than 67%) of the Group 4 shares. The share exchange under this Recommended Offer will be tax exempt for Danish resident Group 4 Falck shareholders. The detailed terms and conditions of the Recommended Offer are set forth in Section 10 of this Recommended Offer Document.

2. BACKGROUND TO AND RATIONALE FOR THE MERGER

Group 4 Securicor will be a leading international security services provider.

The Group 4 Securicor Group's objectives are to:

- strengthen further its position in each of the manned security, security systems, cash services and justice services markets;
- become the first-choice provider for key users of integrated security services;
- continue to grow organically and through acquisitions; and
- maximise shareholder returns.

The Group 4 Securicor Group will aim to achieve these objectives through the following strategies:

- *delivery of cost synergy targets while maintaining focus on day-to-day business performance:* the Group 4 Securicor Group expects to achieve cost synergies of GBP 30 million per annum as a result of the Merger. Approximately 55% of these cost synergies are expected to be achieved within one year of the Merger, and substantially all within two years. Of these cost synergies, GBP 13 million are expected to be achieved in the manned security operations, GBP 7 million in cash services, GBP 7 million in corporate head office and the regions and GBP 3 million in procurement cost savings across the Group. The cost of achieving these synergies is estimated to be approximately GBP 45 million. The amount of the projected synergies and the estimated cost of achieving them has been affected by the outcome of the European Commission's investigation into the Merger and its compatibility within the Common Market;
- *use of best business practices:* best business practices will be developed and shared across the Group 4 Securicor Group;
- *further development of the Group 4 Securicor Group's integrated security capability:* the security industry is evolving as customers seek integrated security services including risk assessment, manned security, electronic security and monitoring and response services. The Group 4 Securicor Board believes that the Group 4 Securicor Group will be in a position to respond positively to this trend through the range of services it offers, the depth of its expertise and its ability to manage relationships with its sophisticated customers;
- *expansion in higher growth countries:* the Group 4 Securicor Board believes that customers in many emerging markets are increasingly demanding more sophisticated security services. The Group 4 Securicor Board plans to take advantage of anticipated growth levels in these markets by entering new markets or expanding the scale of its operations in existing markets, where attractive opportunities are identified; and
- *strategic, value-enhancing acquisitions:* potential acquisitions will be considered where they are expected to create value for Group 4 Securicor shareholders. In the short-term, however, large acquisitions are not expected, given the need for management to focus on the successful integration of the businesses following the Merger as well as on delivering identified cost synergies and other Merger benefits.

The Group 4 Securicor Group will target overall organic growth in turnover of at least 6% per annum with a medium term EBITA margin target of at least 7%.

In manned security, turnover growth of at least 5% per annum in developed countries and at least 10% per annum in emerging markets will be targeted, and the Group 4 Securicor Group aims to achieve a medium term EBITA margin for manned security of at least 6%.

Each of security systems and cash services has turnover growth targets of at least 8% per annum. In the case of justice services, the turnover growth target is at least 15% per annum. Each of security systems, cash services and justice services has a medium term EBITA margin target of at least 10%.

The potential benefits of the Merger will only be fully realised through a successful integration of the businesses. Integration planning has already been underway for some time to increase the likelihood

that when the Merger is implemented the transition of two businesses into one will take place smoothly.

The key objectives are to safeguard current business, minimise any negative impact on growth, align and integrate functions and operations, and secure synergy cost savings, estimated to be in the order of GBP 30 million per annum, through eliminating duplication of overheads.

In respect of employees, the Merger is expected to entail certain limited reductions, particularly in the general/administrative functions, whereas in the long-term no significant adverse consequences are expected for the employees as a result of the Merger.

3. INFORMATION ON GROUP 4 SECURICOR

3.1 Summary business description

Group 4 Securicor will be a leading international security services company, which, as at 31 December 2003, employed approximately 340,000 people in over 100 countries worldwide. The Group's new head office will be located near Gatwick Airport in the UK.

Group 4 Securicor's pro forma turnover and EBITA from continuing operations before exceptional items (based on the financial year to 30 September 2003 in respect of Securicor and to 31 December 2003 in respect of Group 4 Falck's security business) were GBP 3.8 billion and GBP 199 million respectively on a UK GAAP basis.

The business of Group 4 Securicor is split into four main divisions: manned security, security systems, cash services and justice services.

The breakdown of the Group's unaudited pro forma turnover by business division is as follows:

Business Division	Group 4 Falck's security business GBP m	Securicor GBP m	Pro forma GBP m	%
Manned Security	2,011	671	2,682	69.9
Security Systems	331	—	331	8.6
Cash Services	210	503	713	18.6
Justice Services	—	96	96	2.5
Other Services	17	—	17	0.4
	<u>2,569</u>	<u>1,270</u>	<u>3,839</u>	<u>100.0</u>

The above table has been extracted from, and should be read in conjunction with, the pro forma information contained in Section 4 of this document which has been prepared in accordance with UK GAAP. Furthermore, the above table takes no account of the divestments required by the European Commission, details of which are set out in paragraph 4 of Part 2 of the Listing Particulars.

The above table takes no account of the divestments required by the European Commission. A more detailed description hereof is included in the Listing Particulars, which are available on request to Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K, phone +45 4339 4969.

Below is a summary description of the business activities of Group 4 Securicor. A more detailed business description is included in the Listing Particulars, which are available on request to Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K, phone +45 4339 4969.

Manned Security

The Group 4 Securicor Group will provide manned security services to a range of customers including governments, public authorities, commercial companies and retailers. The Group will have one of the leading market positions in the UK, Scandinavia, Canada, Germany, France and Belgium. Group 4 Securicor will also be one of the leading manned security services providers in the US as well as Africa, Latin America, the Middle East and Asia.

As at 31 December 2003, the manned security division employed approximately 300,000 staff worldwide.

Within the manned security sector, the Group's contracts are typically short term, rolling contracts, which can be terminated by customers on less than six months' notice. Given the size of some of these contracts and the high numbers of employees required to staff them, employees are usually transferred between providers when customers terminate a large contract with one provider and appoint another in its place.

Security Systems

The Group 4 Securicor Group will provide a range of security systems to the private and public sectors, including the design and installation, maintenance and monitoring of intruder alarms, access control, CCTV and other security systems. The Group provides access control systems to the Pentagon in the US.

As at 31 December 2003, the security systems division employed more than 5,000 staff worldwide.

Cash Services

The expertise of the Group 4 Securicor Group in cash services will enable it to meet a wide range of customer needs, including coin and cash management, ATM replenishment and outsourced ATM management. The Group's customers are mainly financial institutions and retailers and will include many of the high street banks in the UK as well as Deutsche Post in Germany and Toronto-Dominion in Canada.

The Group will be a leading operator of cash services in Europe. The cash services operations of the Group 4 Securicor Group will also extend to Latin America, Africa, Asia Pacific and the Middle East.

As at 31 December 2003, more than 30,000 employees worked in the Group 4 Securicor Group's cash services division worldwide. In cash services, many of the Group's contracts are for periods of between one and three years. Many of the Group's contracts include provision for pricing changes to the extent that there is an increase in underlying costs (such as wage costs, attack losses, fuel and insurance premiums).

Justice Services

The Group 4 Securicor Group's justice services will include adult and youth custody facilities and the provision and installation of electronic monitoring equipment.

As at 31 December 2003, over 3,000 Group 4 Securicor employees worked in the justice services operations conducted in the UK, the Netherlands, Jersey and the US. In justice services, the Group's contracts are typically long term for a period of between 5 and 30 years.

3.2 Management

Group 4 Securicor's management is highly experienced; senior executives have many years' experience in the security sector. The Group 4 Securicor Group will be managed in operational and geographical units, supported by an executive committee.

Jørgen Philip-Sørensen will be appointed as non-executive Chairman of Group 4 Securicor. He will chair the Group during the period of integration and he will retire in September 2005 upon reaching the age of 67, by which time it is expected that this integration of the two businesses will have been substantially completed. His successor will be appointed on the recommendation of the nomination committee in line with normal corporate governance procedures. Lars Nørby Johansen will be appointed Chief Executive of Group 4 Securicor and Nick Buckles will be appointed Deputy Chief Executive and Chief Operating Officer. Nick Buckles will succeed Lars Nørby Johansen as Chief Executive at the appropriate time. Trevor Dighton has been appointed Chief Financial Officer of Group 4 Securicor.

Following completion of the Merger the members of the Group 4 Securicor Board will be:

- Jørgen Philip-Sørensen (Chairman)
- Alf Duch-Pedersen (Deputy Chairman)
- Lord Sharman (Deputy Chairman)
- Lars Nørby Johansen
- Nick Buckles
- Trevor Dighton
- Lord Condon
- Sir David Gore-Booth
- Thorleif Krarup
- Bo Lerenius
- Waldemar Schmidt
- Malcolm Williamson

The board will be responsible for setting the strategy of the Group 4 Securicor Group, overseeing the long-term development of its business and reviewing performance.

Following completion of the Merger the executive committee of Group 4 Securicor will comprise:

- Lars Nørby Johansen
- Nick Buckles
- Trevor Dighton
- Søren Lundsberg-Nielsen
- Irene Cowden
- Hans Bennetzen
- Grahame Gibson
- Ken Niven

Nigel Griffiths will be company secretary.

The executive committee, which will meet regularly, will be responsible for overseeing the operational performance of the business of Group 4 Securicor.

3.3 Certain corporate information about Group 4 Securicor

Group 4 Securicor is a recently formed company incorporated and registered in England and Wales. The shares in Group 4 Securicor will after completion of the Merger be owned by the former shareholders of Group 4 Falck and the former shareholders of Securicor. Group 4 Securicor's shares are expected to have a primary listing on the London Stock Exchange and a secondary listing on the Copenhagen Stock Exchange.

Upon completion of the Merger and based on the assumptions that all Group 4 shareholders accept the Recommended Offer and the Scheme of Arrangement becomes effective, the issued share capital of Group 4 Securicor will amount to approximately GBP 315,000,000 divided into approximately 1,260,000,000 shares each with a nominal value of GBP 0.25.

So far as Group 4 Securicor is aware as of 1 June 2004, the following persons are, directly or indirectly, interested in 3% or more of the issued share capital of Group 4 Securicor (assuming all shareholders of Group 4 accept the Recommended Offer).

Shareholders	Number of shares	% of issued share capital and of votes
Skagen 2004 Trust	171,939,961	13.60
State Street	51,322,742	4.10
ATP Danske	49,802,618	3.90
Amvescap	41,417,182	3.30
Banque d'Orsay	38,170,081	3.00

Below is a summary of certain corporate information regarding Group 4 Securicor. More detailed corporate information about the company is included in the Listing Particulars, which are available on request to Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K, phone +45 4339 4969.

General meetings and voting

Subject to the provisions of the UK Companies Act, to the provisions of the articles of association of Group 4 Securicor and to any restrictions imposed on any shares, notices of shareholders meetings shall be sent to all registered shareholders, to each of Group 4 Securicor's directors and to Group 4 Securicor's auditors.

General meetings of shareholders of Group 4 Securicor shall be held in the UK.

The annual general meetings of shareholders to be held for the purpose of laying the accounts before the general meeting and any other business shall be held no later than seven months after the end of the financial year. Group 4 Securicor's financial year ends on 31 December and accordingly, the annual general meeting must be held by 31 July each year.

Extraordinary general meetings of the shareholders for any purpose or purposes may be called at any time by Group 4 Securicor's Board or in accordance with Group 4 Securicor's articles of association.

No business shall be transacted at any shareholders' meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a shareholder or a proxy for a shareholder or a duly authorised representative of a corporation which is a shareholder, shall be a quorum.

Subject to any rights or restrictions attached to any shares, on a show of hands every shareholder who is present in person or by proxy or (being a corporation) is present by a duly authorised representative who is not himself a shareholder entitled to vote, shall have one vote, and on a poll every shareholder who is present either in person or by proxy or (being a corporation) is present by a duly authorised representative who is not himself a member entitled to vote shall have one vote for every share of which he is the holder (or proxy or representative of the holder) and a person entitled to more than one vote need not, if he votes, use all his votes or cast all his votes in the same way. A demand for a poll vote by a person as proxy for a member shall be the same as a demand by a member. No shareholder shall have the right to vote at any general meeting or at any separate meeting of the holders of any class of shares, either in person or by representative or proxy, in respect of any share held by him unless all amounts presently payable by him in respect of that share have been paid.

Amendments to articles of association

The articles of association of Group 4 Securicor may be amended with the approval of 75% of shareholders voting at a general meeting.

Dividends

Subject to the provisions of the UK Companies Act, Group 4 Securicor may by ordinary resolution declare dividends in accordance with the respective rights of the shareholders, but no dividend shall exceed the amount recommended by the directors.

The Group 4 Securicor Board expects that Group 4 Securicor will, in the absence of unforeseen circumstances, pay dividends for the financial year ending 31 December 2004 equivalent to not less than 1.54 pence per Group 4 Securicor share. Group 4 Securicor expects to grow dividends over time and will aim to strike a balance between income distribution and investing cash flow to grow its business.

The directors shall announce any dividends in GBP (or such other currency as they shall determine from time to time) together with a DKK equivalent. Shareholders who hold their Group 4 Securicor shares registered through VP will automatically receive their dividends in DKK. Shareholders who hold their Group 4 Securicor shares either through CREST or in certificated form may also elect to receive their dividends in DKK but in the absence of such election shall receive their dividends in GBP.

For the purposes of calculating the amounts receivable in DKK by shareholders in respect of any dividend, the rate of exchange to be used to determine such amounts shall be such market rate (whether spot or forward) selected by the Group 4 Securicor Board as it may consider appropriate by reference to such market rate or rates or the mean of such market rates prevailing at the time that the dividend is announced.

Subject to the provisions of the UK Companies Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of Group 4 Securicor available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividends as well as on shares which confer preferential rights with regard to dividends, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The directors may also pay at intervals determined by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

The directors may deduct from any dividend or other moneys payable to any shareholder in respect of a share any moneys presently payable by the shareholder to Group 4 Securicor in respect of that share. Where a person is entitled by transmission to a share, the directors may retain any dividend payable in respect of that share until that person (or that person's transferee) becomes the holder of that share.

Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by Group 4 Securicor. The payment of any unclaimed dividend or other moneys payable in respect of a share may (but need not) be paid by Group 4 Securicor into an account separate from the company's own account and Group 4 Securicor shall not be constituted as a trustee in respect of such payment.

The directors may, with the authority of an ordinary resolution of Group 4 Securicor, offer any holders of ordinary shares the right to elect to receive ordinary shares, credited as fully paid, instead of cash in respect of the whole (or some part, to be determined by the directors) of any dividend specified by the ordinary shareholders' resolution.

Alteration of share capital

Group 4 Securicor may by ordinary shareholders' resolution increase, consolidate, cancel, determine and sub-divide (subject to the UK Companies Act) its shares or any of them. Group 4 Securicor may, subject to the UK Companies Act, by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

Issue of shares

Subject to the provisions of the UK Companies Act and the articles of association, the unissued shares in Group 4 Securicor shall be at the disposal of the directors, who may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as the directors think fit.

Share rights

Subject to the provisions of the UK Companies Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as Group 4 Securicor may by ordinary shareholders' resolution determine (or if Group 4 Securicor has not so determined by a shareholders' resolution, as the directors may determine).

Untraced shareholders

Group 4 Securicor shall be entitled to sell at the best price reasonably obtainable any share held by a shareholder, or any share to which a person is entitled by transmission, if:

- a) for a period of twelve years no cheque or warrant or other method of payment for amounts payable in respect of the share sent and payable in a manner authorised by the articles of association has been cashed and no communication has been received by Group 4 Securicor from the shareholder concerned;
- b) during that period at least three dividends in respect of the share have become payable;

- c) Group 4 Securicor has, after the expiration of that period, by advertisement in a national newspaper published in the UK and in a newspaper circulating in the area of the registered address or last known address of the shareholder concerned, given notice of its intention to sell such share;
- d) Group 4 Securicor has not during the further period of three months after the date of the advertisement and prior to the sale of the share received any communication from the shareholder concerned; and
- e) the shares are listed and notice has been sent to the relevant listing authority of Group 4 Securicor's intention to make such sale before the publication of the advertisements.

Group 4 Securicor may cease to send any cheque or warrant (or to use any other method of payment) for any dividend payable in respect of a share if:

- a) in respect of at least two consecutive dividends payable on that share the cheque or warrant has been returned undelivered or remains uncashed (or that other method of payment has failed); or
- b) following one such occasion, reasonable enquiries have failed to establish any new address of the holder,

but, subject to the provisions of the articles of association, may recommence sending cheques or warrants (or using another method of payment) for dividends payable on that share if the person or persons entitled so request.

Disclosure notices

All Group 4 Securicor shares shall be subject to the provisions of the UK Companies Act (and particularly of section 198 and section 212), irrespective of the form in which they are held.

Section 198 of the UK Companies Act deals with the obligation to disclose publicly interests of 3% or more, of the nominal value of the company's share capital and changes in such interests. Section 212 gives a UK company the right to investigate the identity of those who are interested in its shares and provides the company with various sanctions including restrictions on the transfer of shares, the shareholder's right to vote and, in certain circumstances, to receive a dividend, in the event that the shareholder fails to comply with the company's reasonable request.

3.4 Group 4 Securicor share schemes

The Group 4 Securicor Board and the Remuneration Committee of Group 4 Securicor believe that employees' share schemes are an effective means of promoting employees' involvement in the performance of Group 4 Securicor enabling them to align their interests more closely with those of Group 4 Securicor and its shareholders. Accordingly, it is proposed that Group 4 Securicor will adopt a Performance Share Plan and a Share Incentive Plan for its employees, including executive directors (the share schemes are described in more detail in the Listing Particulars, which are available on request to Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K, phone +45 4339 4969). The adoption of the Group 4 Securicor share schemes is subject to the approval of the shareholders of Securicor at the extraordinary general meeting to be held in order to, amongst other things, approve the Scheme of Arrangement (as mentioned in Section 7.2).

The Group 4 Securicor Board may establish further schemes for the benefit of overseas employees, based on the Share Incentive Plan, but modified as necessary or desirable to take account of overseas tax, exchange control or securities laws.

4. SELECTED PRO FORMA FINANCIAL INFORMATION ON GROUP 4 SECURICOR

Below is a summary of certain pro forma financial information of Group 4 Securicor. More detailed financial information is included in the Listing Particulars, which are available on request to Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K, phone +45 4339 4969.

The following unaudited pro forma financial information has been produced to illustrate the effect on the profit and loss account of Group 4 Securicor as if the Merger had occurred on 1 January 2003, and on the net assets as if the Merger had occurred as at 31 December 2003.

The pro forma financial information is based on information extracted without material adjustment from the following sources:

- (i) the financial information relating to Group 4 Securicor for the period ended 12 May 2004 extracted from the accountants' report included in Part 6 of the Listing Particulars;
- (ii) the financial information relating to the Group 4 Falck's security business for the year ended 31 December 2003 extracted from the accountants' report included in Part 3A of the Listing Particulars;
- (iii) the financial information relating to Securicor for the year ended 30 September 2003 extracted from the comparative table included in Part 5A of the Listing Particulars;
- (iv) the interim financial information relating to Securicor as at 31 March 2004 extracted from Part 5B of the Listing Particulars; and
- (v) the segmental information on Securicor extracted from the joint press announcement by Group 4 Falck and Securicor dated 24 February 2004.

The following adjustments have been made:

- 1. The combination of Group 4 Securicor and Group 4 Falck's security business, merger accounted in accordance with the provisions of FRS 6: "Acquisitions and Mergers" relating to business combinations effected by using a new parent company. Consequently no goodwill arises on this combination.
- 2. The net assets of Securicor.
- 3. The estimated goodwill arising on the acquisition of Securicor of GBP 388.1m calculated as:
 - (a) the aggregate of the market value of Securicor of GBP 629.3m based on the closing share price of GBP 1.18 as at close of business on 1 June 2004 and the estimated transaction costs of GBP 33m; less
 - (b) the net assets of Securicor as at 31 March 2004 of GBP 274.2m.
- 4. The estimated cash payable to Falck of GBP 49.3m, to settle inter-company indebtedness pursuant to the Merger Agreement so as to provide Falck with a deemed net cash position of GBP 44m as at 1 January 2004, and the estimated costs of the transaction of GBP 33m (which have been reflected in calculating goodwill), in aggregate GBP 82.3m.
- 5. No adjustments are considered necessary to the pro forma profit and loss account on the basis that the transaction costs are included in the calculation of goodwill. No goodwill amortisation charge arises on the basis of the accounting policy adopted by Group 4 Securicor (see note 8 below).

The pro forma financial information takes no account of:

- (a) any cost synergies, merger/integration costs or additional goodwill amortisation which may arise from the Merger; or
- (b) the divestments required by the European Commission; or
- (c) trading or other transactions by either
 - (i) Group 4 Falck's security business since 31 December 2003; or
 - (ii) Securicor since 30 September 2003 except, in respect of the pro forma net assets, in so far as is reflected in the net assets of Securicor as at 31 March 2004.

The pro forma statements of net assets and profit and loss have been prepared for illustrative purposes only and, because of their nature, may not give a true picture of the financial position or results of the Group 4 Securicor Group.

PRO FORMA PROFIT AND LOSS ACCOUNT

	Group 4 Falck's security business year ended 31 December 2003 GBPm	Securicor year ended 30 September 2003 GBPm	Adjustments GBPm	Pro forma GBPm
Turnover				
Total turnover	2,569.5	1,644.8	-	4,214.3
Less share of joint ventures	-	(321.0)	-	(321.0)
Group turnover	<u>2,569.5</u>	<u>1,323.8</u>	<u>-</u>	<u>3,893.3</u>
Continuing operations	2,564.0	1,231.0	-	3,795.0
Acquisitions	5.5	38.9	-	44.4
Discontinued operations	-	53.9	-	53.9
Group turnover	<u>2,569.5</u>	<u>1,323.8</u>	<u>-</u>	<u>3,893.3</u>
Group operating profit/(loss)				
Continuing operations	67.6	58.3	-	125.9
Acquisitions	(0.7)	2.9	-	2.2
Discontinued operations	-	(7.0)	-	(7.0)
Operating profit before exceptional items	82.2	54.2	-	136.4
Exceptional items	(15.3)	-	-	(15.3)
	<u>66.9</u>	<u>54.2</u>	<u>-</u>	<u>121.1</u>
Share of operating profit in joint ventures and associates				
Continuing operations	1.7	5.4	-	7.1
Acquisitions	-	1.1	-	1.1
Discontinued operations	-	6.9	-	6.9
	<u>68.6</u>	<u>67.6</u>	<u>-</u>	<u>136.2</u>
Profit/(loss) on sale or closure of operations	2.2	(0.8)	-	1.4
Profit on ordinary activities before interest and taxation	<u>70.8</u>	<u>66.8</u>	<u>-</u>	<u>137.6</u>
Net interest:				
- Group	(20.4)	(13.2)	-	(33.6)
- Joint ventures and associates (continuing)	0.2	(3.4)	-	(3.2)
- Joint ventures (discontinued)	-	(0.7)	-	(0.7)
- Exceptional	(7.3)	-	-	(7.3)
	<u>(27.5)</u>	<u>(17.3)</u>	<u>-</u>	<u>(44.8)</u>
Profit on ordinary activities before taxation	<u>43.3</u>	<u>49.5</u>	<u>-</u>	<u>92.8</u>
Taxation - current	(30.6)	(18.3)	-	(48.9)
- exceptional	(15.8)	14.4	-	(1.4)
Profit/(loss) on ordinary activities after taxation	<u>(3.1)</u>	<u>45.6</u>	<u>-</u>	<u>42.5</u>
Minority interests	(6.5)	(1.1)	-	(7.6)
Profit/(loss) for the year	<u>(9.6)</u>	<u>44.5</u>	<u>-</u>	<u>34.9</u>
Pro forma earnings per share (note 5)				
- basic				2.77 pence
- normalised				8.35 pence

PRO FORMA NET ASSETS

	Adjustments				Pro forma GBPm
	Group 4 Securicor at 12 May 2004 GBPm	1 Group 4 Falck's security business at 31 December 2003 GBPm	2 Securicor at 31 March 2004 GBPm	3, 4 Other adjustments GBPm	
Fixed assets					
Intangible assets	–	534.5	209.4	388.1	1,132.0
Tangible assets	–	159.8	167.8	–	327.6
Investment in joint ventures – net investment	–	–	6.7	–	6.7
Investment in associated undertakings	–	2.7	8.4	–	11.1
	–	697.0	392.3	388.1	1,477.4
Current assets					
Stocks	–	29.6	7.1	–	36.7
Debtors	–	520.3	219.7	–	740.0
Investments	–	53.1	–	–	53.1
Bank and deposit balances	–	62.7	69.3	–	132.0
	–	665.7	296.1	–	961.8
Creditors: amounts falling due within one year					
Borrowings	–	(72.2)	(64.2)	(82.3)	(218.7)
Other creditors	–	(443.2)	(250.4)	49.3	(644.3)
	–	(515.4)	(314.6)	(33.0)	(863.0)
Net current (liabilities)/ assets	–	150.3	(18.5)	(33.0)	98.8
Total assets less current liabilities	–	847.7	373.8	355.1	1,576.2
Creditors: amounts falling due after more than one year					
Borrowings	–	(379.4)	(95.6)	–	(475.0)
Other creditors	–	(17.4)	–	–	(17.4)
	–	(396.8)	(95.6)	–	(492.4)
Provision for liabilities and charges	–	(126.9)	(4.0)	–	(130.9)
Net assets	–	323.6	274.2	355.1	952.9

Notes to the unaudited pro forma financial information

1. The pro forma profit and loss account of the Group 4 Securicor Group is shown as if the Company had acquired the entire issued share capital of Group 4 Falck's security business and Securicor on 1 January 2003, and is based on the profit and loss accounts for the following periods:
 - a. Group 4 Securicor, the period ended 14 May 2004, which has not traded;
 - b. Group 4 Falck's security business, the year ended 31 December 2003 translated at the average exchange rate of GBP1=DKK10.746;
 - c. Securicor, the year ended 30 September 2003
2. The pro forma statement of net assets of the Group 4 Securicor Group is shown as if the Company had acquired the entire issued share capital of Group 4 Falck's security business and Securicor on 31 December 2003, and is based on the balance sheets as at the following dates:
 - a. Group 4 Securicor, 12 May 2004;
 - b. Group 4 Falck's security business, 31 December 2003 translated at the year end exchange rate of GBP1=DKK10.58;
 - c. Securicor, 31 March 2004
3. The pro forma statement of net assets of the Group is shown as if the Merger had taken place on 31 December 2003. The pro-forma assumes that the Recommended Offer is accepted in full.
4. No adjustment has been made to reflect the fair values of any of the assets or liabilities.
5. The pro forma earnings per share calculations are set out below, based on the approximate 1,260,000,000 Group 4 Securicor Shares to be issued pursuant to the Scheme and the Merger, assuming the Recommended Offer is accepted in full.

Basic

Pro forma profit for the financial year (GBPm)	34.9
Number of shares (m)	1,260.0
Earnings per share (pence)	2.77

Normalised

Normalised earnings before goodwill amortisation,
discontinued activities and exceptional items

Pro forma profit for the financial year (GBPm)	34.9
Exceptional items, goodwill and discontinued operations (all net of tax)	
Group 4 Falck's security business (GBPm)	70.7
Securicor (GBPm)	(0.4)
	<hr/>
	105.2
	<hr/>
Number of shares (m)	1,260.0
Earnings per share (pence)	8.35

Notes to the unaudited pro forma financial information (continued)

6. Pro forma segmental information on turnover from continuing operations

Business Division	Group 4 Falck's security business GBPm	Securicor GBPm	Pro forma GBPm	%
Manned Security	2,011	671	2,682	69.9
Security Systems	331	—	331	8.6
Cash Services	210	503	713	18.6
Justice Services	—	96	96	2.5
Other Services	17	—	17	0.4
	<u>2,569</u>	<u>1,270</u>	<u>3,839</u>	<u>100.0</u>

7. Pro forma earnings before interest, taxation and amortisation (EBITA) before exceptional items from continuing operations is calculated as follows:

	Group 4 Falck's security business GBPm	Securicor GBPm	Pro forma GBPm
Operating profit before exceptional items	82.2	54.2	136.4
Add: Loss on discontinued operations	—	7.0	7.0
Operating profit before exceptional items (continuing)	<u>82.2</u>	<u>61.2</u>	<u>143.4</u>
Amortisation	34.6	12.5	47.1
Share of associates and joint ventures (continuing)	<u>1.7</u>	<u>6.5</u>	<u>8.2</u>
	<u>118.5</u>	<u>80.2</u>	<u>198.7</u>

8. No account is taken of any additional goodwill amortisation arising from the Merger as such goodwill will be considered to have an indefinite economic life. Accordingly it will be subject to annual impairment reviews as permitted pursuant to FRS 10.

5. INFORMATION ON GROUP 4

Group 4 will be a new Danish company incorporated for the purposes of holding the security business currently owned by Group 4 Falck. Group 4 will only hold the security business once the Demerger has been completed. Once the Merger becomes effective, Group 4 will transfer the security business to Group 4 Securicor Holdings Limited in exchange for the issue of 57.5% of the issued share capital of Group 4 Securicor Holdings Limited. The remaining 42.5% will be held by Group 4 Securicor. Following the transfer, the only material asset of Group 4 will be its shareholding in Group 4 Securicor Holdings Limited which in turn will hold all of the former Group 4 Falck security business and Securicor.

The security business of Group 4 Falck is an international business. The principal business is the provision of manned security services to customers across a broad range of sectors. Manned security services range from traditional static guarding to patrolling guards, VIP guards, and aviation security services.

The business also provides security system services to the residential and business markets as well as to public authorities. These services include consulting, installation, electronic surveillance and maintenance as well as alarm response to burglar alarms, access control and CCTV systems.

Further, the business provides cash services comprising the secure transportation of cash, cash counting and processing and ATM services such as cash replenishment and maintenance.

The pro forma turnover and combined operating profit from continuing operations before exceptional items and goodwill amortisation (based on the financial year to 31 December 2003) of the Group 4 Falck security business were DKK 27,612 million and DKK 1,255 million respectively on a UK GAAP basis. Further financial information on the security business of Group 4 Falck can be found in part 3 of the Listing Particulars, which are available on request to Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K, phone +45 4339 4969.

6. INFORMATION ON SECURICOR

Securicor is a global security services company, employing over 100,000 employees worldwide. Securicor operates in the core product areas of cash services, manned guarding, security systems and justice services.

In the cash services sector, Securicor performs a range of functions, from cash transportation to the provision to the banking and retail communities of outsourced cash management functions including the monitoring of demand for ATMs, cash replenishment and ATM maintenance.

The security services provided by Securicor include manned guarding and electronic security systems, and the nature of the services provided can be tailored to customers' needs following a risk assessment.

Securicor's justice services business includes adult and youth custody facilities and the provision of electronic monitoring equipment.

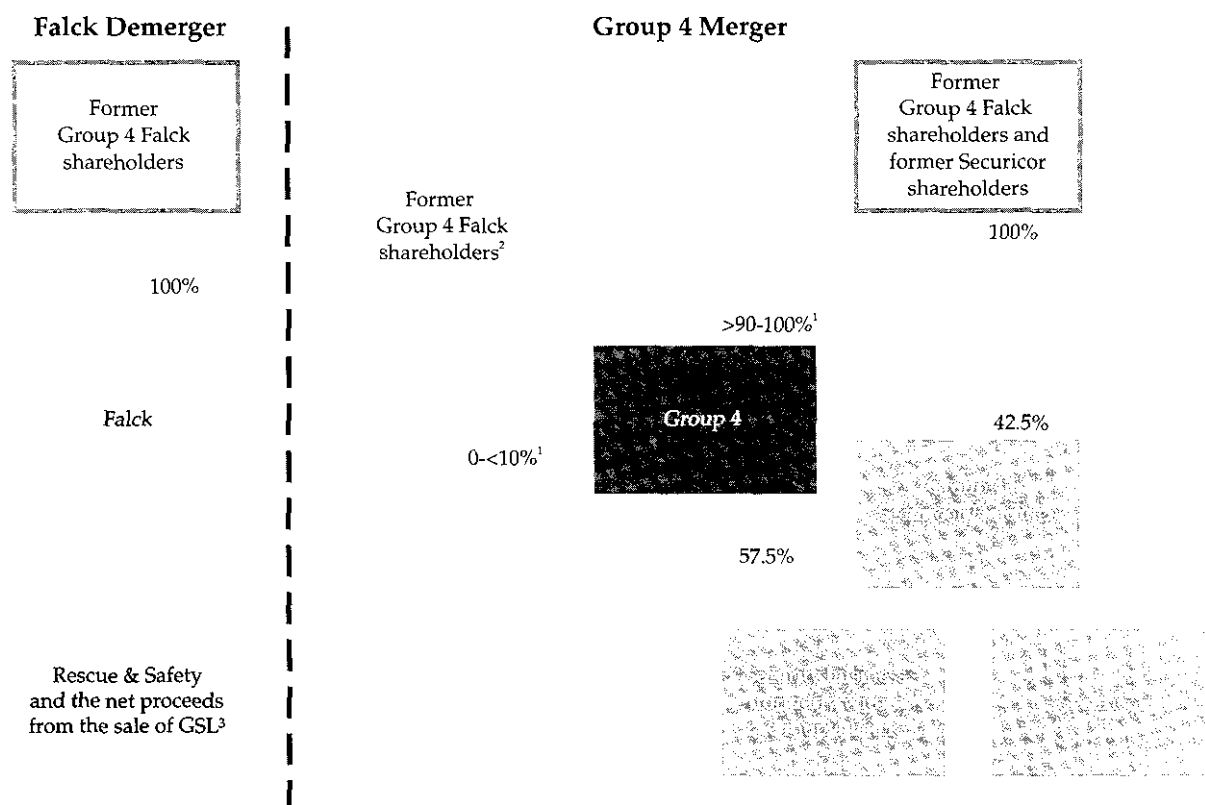
In the year to 30 September 2003, the turnover from continuing operations of the Securicor group was GBP 1,270 million, with the profit on ordinary activities before interest, taxation and amortisation exceeding GBP 80 million. The underlying earnings per share rose by 7% during the accounting period. Further financial information on Securicor can be found in part 5 of the Listing Particulars, which are available on request to Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K, phone +45 4339 4969.

7. DESCRIPTION OF THE MERGER

The current corporate laws of Denmark and the UK do not provide for the possibility of two companies from different countries to combine by way of the customary merger legislation and the Merger of the security business of Group 4 Falck and Securicor will therefore be effected through a series of corporate transactions of which this Recommended Offer is an integral part.

The Merger will be effected by way of a number of transaction steps that are designed to occur simultaneously subject to, amongst other things, receiving shareholder approval. The final completion of the Demerger, the Scheme of Arrangement, the Contribution and the Recommended Offer are all *interrelated and interconditional* so that none of them will take effect unless the other elements of the Merger are completed.

The chart below illustrates how the Group 4 Securicor Group will be structured after completion of the Merger.



Notes

- 1 The acceptance condition of more than 90% can be waived down to 67% at the option of either Group 4 Falck or Securicor. In such circumstance former shareholders of Group 4 Falck would retain an interest of up to 33% in Group 4.
- 2 The listing of Group 4 may be temporary. If Group 4 Securicor becomes holder of more than 90%, Group 4 Securicor will, as soon as practicable, institute proceedings under Danish law to acquire compulsorily for cash the outstanding shares of Group 4 and to delist Group 4 from the Copenhagen Stock Exchange.
- 3 By an agreement announced on 26 May 2004 Group 4 Falck sold GSL to Englefield Capital and Electra Partners Europe for a total consideration of DKK 2,310 million. For further details please see Group 4 Falck's stock exchange announcement dated 26 May 2004.

7.1 Merger Agreement

The Merger Agreement sets out the basis and conditions for the Merger and the Demerger. Completion of the Merger is subject to the satisfaction or waiver of a number of conditions, including the conditions to this Recommended Offer, listed in Section 10.4. In addition, the Merger Agreement contains terms allowing the parties to terminate the agreement in certain circumstances, limited warranties and indemnities, and various undertakings concerning the conduct of the parties' respective businesses until completion of the Merger.

The Merger Agreement requires the parties to use all reasonable endeavours to implement the Merger unless one of the conditions is not satisfied or waived, or either Group 4 Falck or Securicor exercises one of its limited termination rights.

The Merger Agreement provides for termination in certain circumstances including where the recommendation of either the Group 4 Falck Board or the Securicor Board in favour of the Merger is withdrawn or adversely modified, where either party's shareholders fail to approve the resolutions required to implement the Merger at their respective shareholder meetings, where either party commits a material breach of the Merger Agreement, where an event, circumstance or liability occurs or arises in relation to either party which would materially prejudice the shareholders of the other were the Merger to become effective, or where there is a breach of warranty in respect of information provided by Securicor to Group 4 Falck in relation to the Argenbright litigation (as described in Section 13.5) or where there is a deterioration in respect of such litigation the effect of which would have been (had it occurred prior to announcement of the Merger) to materially adversely affect the Group 4 Falck Board's assessment of such litigation for the purposes of deciding whether to enter into the Merger Agreement.

Furthermore, the Merger Agreement provides for the payment of a compensation payment of GBP 6.3 million in certain specified circumstances:

- A compensation payment will be payable by Group 4 Falck to Securicor if Securicor exercises its termination right because (i) the Group 4 Falck Board determines not to give or to withdraw or modify in a material respect (or on request by Securicor, fails to confirm publicly and promptly) its recommendation that the Merger is in the best interests of the shareholders of Group 4 Falck, and that such shareholders should vote in favour of the Demerger at the Group 4 Falck general meeting(s) and accept the Recommended Offer (except in certain specified circumstances); or (ii) Group 4 Falck has materially breached the terms of the Merger Agreement or the warranties given by it (or if such warranties would be materially breached if repeated) or if it is liable to Securicor under indemnities given by it; and
- A compensation payment will be payable by Securicor to Group 4 Falck if Group 4 Falck exercises its termination right because (i) the Securicor Board determines not to give or to withdraw or modify in a material respect (or, on request by Group 4 Falck, fails to confirm publicly and promptly) its recommendation that the Merger is in the best interests of the shareholders of Securicor and that such shareholders should vote in favour of the Scheme of Arrangement at the relevant meetings (as described in Section 7.2), except in certain specified circumstances; (ii) if the board of directors of Securicor do not take such steps as are required to make the Scheme of Arrangement effective (except under such circumstances specified in the Merger Agreement); or (iii) Securicor has materially breached the terms of the Merger Agreement or the warranties given by it (or if such warranties would be materially breached if repeated) or if it is liable to Group 4 Falck under indemnities given by it.

Further information on the Merger Agreement can be found in paragraph 14 of part 9 of the Listing Particulars, which are available on request to Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K. phone +45 4339 4969.

7.2 Scheme of Arrangement of Securicor

The acquisition of Securicor by Group 4 Securicor will be effected by way of a Scheme of Arrangement, which is a court-approved process in the United Kingdom, whereby the shareholders of Securicor will have their shares cancelled and will receive shares in Group 4 Securicor. Under the Scheme of Arrangement, a new intermediate holding company of Group 4 Securicor will also be established, Group 4 Securicor Holdings Limited, which will hold all the former business of Securicor. Group 4 Securicor will become the new ultimate parent company of the Securicor Group pursuant to the Scheme of Arrangement.

Although the Scheme of Arrangement requires no action from Group 4 Falck shareholders it is important to note that the Scheme of Arrangement must be approved in order to effect the Merger.

In order for it to become effective, the Scheme of Arrangement will require:

- approval at a special shareholders meeting convened by the court by a majority in number of Securicor shareholders present and voting, representing not less than 75% in value of the Securicor shares voted by such shareholders;

- approval at a general meeting of Securicor by a majority of not less than 75% of the votes cast. Such general meeting is expected to be held on the same day as the court convened meeting;
- sanction of the High Court by way of a court order; and
- registration of the order of the High Court by the Registrar of Companies.

If the Scheme of Arrangement becomes effective, all of the Securicor shareholders will be bound by its terms, including any shareholders who did not vote to approve the Scheme of Arrangement or who voted against it.

Under the terms of the Scheme of Arrangement, existing Securicor shareholders will receive one Group 4 Securicor share for each Securicor share held.

7.3 Demerger

Group 4 Falck will implement a Re-Organisation and the Demerger to separate its security business from its rescue & safety business. As a result of the Demerger, Group 4 Falck's existing businesses will be held by two new Danish listed companies:

- Group 4 (which will own the security business); and
- Falck (which will own the rescue & safety business and receive the net proceeds from the sale of GSL)

A tax clearance has been obtained from the Danish tax authorities to the effect that the share exchange to be effected upon completion of Recommended Offer and the Demerger will be tax exempt for Danish tax-resident Group 4 Falck shareholders.

7.4 Transfer of Group 4's security business – Contribution

In connection with completion of the Merger, the business held by Group 4, comprising the former Group 4 Falck security business, will (in order to facilitate completion of the Merger) be transferred to a wholly owned subsidiary of Group 4, Group 4 Holding A/S. Immediately thereafter, Group 4 will effect a Contribution of its shares in Group 4 Holding A/S to Group 4 Securicor Holdings Limited. As consideration, Group 4 Securicor Holdings Limited will issue new shares to Group 4. Following the Contribution, Group 4 will hold 57.5% of the shares in Group 4 Securicor Holdings Limited, and Group 4 Securicor will hold the remaining 42.5%.

7.5 Approval process and Timing

Assuming that the resolutions needed to approve the Scheme of Arrangement are duly passed, and that the Merger and the Demerger are approved at the Group 4 Falck extraordinary general meeting(s), Securicor will seek the sanction of the Scheme of Arrangement by the High Court.

After obtaining the sanction by the High Court of the Scheme of Arrangement, the Offer Period for this Recommended Offer will close. It is expected that the Scheme of Arrangement and the Demerger will become effective, and that the Contribution and this Recommended Offer will be completed shortly thereafter, with Group 4 Securicor issuing shares to the former shareholders of Group 4 Falck and Securicor.

The Merger requires clearance in a number of jurisdictions from the relevant competition authorities, including the European Commission.

The European Commission approved the Merger on 28 May 2004. The European Commission concluded that the Merger raises concerns with respect to its compatibility with the common market. Group 4 Falck and Securicor have therefore committed to certain undertakings including the divestment of the entire licensed manned guarding business carried on by Falck Security B.V. in the Netherlands. A more detailed description of the European Commission's approval is included in the Listing Particulars, which are available on request to Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K, phone +45 43 39 496.

The Merger has received clearance in all other of those jurisdictions in which it has been notified.

The expected timetable¹ of key events is:

Event	Time and/or date (2004)
Commencement of dealings in Group 4 Falck Acceptance Shares on the Copenhagen Stock Exchange	9 a.m. Danish time 8 June
Latest time for lodging forms for proxies and admission cards for the Group 4 Falck extraordinary general meeting	2 p.m. Danish time 23 June
Group 4 Falck extraordinary general meeting ²	2 p.m. Danish time 28 June
Expiry date of Recommended Offer ³	8 p.m. Danish time, 15 July
Last day of dealings in Group 4 Falck shares and Group 4 Falck Acceptance Shares ⁴	19 July
Completion of the Merger, including the Recommended Offer	19 July
Commencement of dealings in Group 4 Securicor shares on the London Stock Exchange and the Copenhagen Stock Exchange and commencement of dealings in the Group 4 and Falck shares on the Copenhagen Stock Exchange	9 a.m. Danish time 20 July
Crediting of Group 4 Securicor shares and of Group 4 and Falck shares to VP accounts	22 July
Crediting of Group 4 Securicor shares to CREST accounts	As soon as possible after 23 July
Latest date for dispatch of share certificates for Group 4 Securicor shares	2 August

Notes:

1. These dates are indicative only and will depend on the conditions to implementation of the Merger being either satisfied or waived.
2. This timetable assumes that there will be a quorum representing at least 50% of the share capital at the Group 4 Falck extraordinary general meeting and that, consequently, Group 4 Falck will not be required to convene a second extraordinary general meeting. In the event that the Group 4 Falck extraordinary general meeting is inquorate, and a second extraordinary general meeting is required, an announcement will be made containing the date of that second extraordinary general meeting together with details of any subsequent revisions to the timetable, and the Recommended Offer may be extended accordingly.
3. The Offer Period for the Recommended Offer may be extended if, for example, it becomes apparent prior to the scheduled closing date that the requisite level of acceptances is unlikely to be received. In that case, all events scheduled to occur after the closing date for the Recommended Offer in the above timetable (including completion of the Merger) would be delayed.
4. Suspension of trading expected from 1 p.m. Danish time.

8. FAIRNESS OPINION

The Group 4 Falck Board has received a fairness opinion from UBS Limited, the financial adviser to Group 4 Falck, which considers the terms of the Merger to be fair and reasonable and in the best interests of Group 4 Falck. In giving its opinion UBS Limited has placed reliance on the Group 4 Falck Board's commercial assessment of the Merger.

9. UNDERTAKING TO ACCEPT THE RECOMMENDED OFFER

In connection with the entering into of the Merger Agreement, Group 4 Falck and Securicor received an undertaking from Jørgen Philip-Sørensen to accept the Recommended Offer. The undertaking allowed Jørgen Philip-Sørensen to transfer his shares to a connected person within the meaning of Section 346 of the UK Companies Act, provided that the new owner undertook to affirm the undertaking made by Jørgen Philip-Sørensen. Jørgen Philip-Sørensen has transferred his entire shareholding in Group 4 Falck to the trustees of Skagen 2004 Trust, and the trustees have in conjunction therewith affirmed the undertaking by letter dated 5 March 2004. The undertaking is made in respect of Skagen 2004 Trust's entire shareholding in Group 4 Falck of 20,968,288 shares equivalent to 23.6% of Group 4 Falck's existing share capital and voting rights.

The undertaking by Skagen 2004 Trust to accept the Recommended Offer will not apply in certain specified circumstances where the implementation of the Demerger or the Recommended Offer could have an adverse effect on the tax position of Skagen 2004 Trust. Furthermore, the undertaking will cease to be binding if the Recommended Offer ceases to be recommended by the Group 4 Falck Board,

the conditions in the Recommended Offer have not been fulfilled, or waived in all respects, by 31 December 2004, or the Merger Agreement is terminated by either party.

10. TERMS AND CONDITIONS OF THE RECOMMENDED OFFER

10.1 Offeror

The Offeror, Group 4 Securicor plc, is incorporated under the laws of England and Wales, with registration no. 4992207, and with registered office at Sutton Park House, 15 Carshalton Road, Sutton, Surrey SM1 4LD, United Kingdom.

10.2 Exchange Ratio

The Exchange Ratio offered to the shareholders in Group 4 is 8.2 newly issued shares in Group 4 Securicor of nominal GBP 0.25 for each share in Group 4 of nominal DKK 5.

The determination of the Exchange Ratio was made in light of the relative stock market valuations of Securicor and Group 4 Falck (after deducting estimated values of the Rescue and Safety business and the GSL business from the stock market valuation of Group 4 Falck) in the months preceding the announcement of the Merger on 24 February 2004. If the Recommended Offer is accepted in full, this will result in former Group 4 shareholders holding 57.5% of Group 4 Securicor shares and former Securicor shareholders holding 42.5% of Group 4 Securicor shares.

The 57.5 : 42.5 ratio was calculated on a diluted basis using the treasury method and excluded Group 4 Falck's treasury shares. The treasury method assumes that Group 4 Falck's and Securicor's options and warrants in issue on 1 June 2004 were fully exercised and proceeds received from the exercise of such options and warrants were used by Securicor and Group 4 Falck respectively to repurchase their shares at market prices. It is currently intended that Group 4 Falck's treasury shares will be sold prior to completion of the Merger, with proceeds retained 70% by Group 4 and 30% by Falck following the Demerger. The sale of Group 4 Falck's treasury shares and any difference in treatment of Securicor's options and Group 4 Falck's options and warrants from the assumptions above are expected to have minimal impact on the financial terms of the Merger.

Group 4 Securicor will pay any SDRT that arises in connection with completion and settlement of this Recommended Offer as a consequence of Group 4 Securicor shares being registered through VP and the costs of issuing Group 4 Falck Acceptance Shares. Any other brokerage fees and sales expenses etc. associated with accepting this Recommended Offer are to be paid by the Group 4 shareholders accepting the Recommended Offer.

10.3 Offer Period

This Recommended Offer takes effect as of the date of this Recommended Offer Document and expires on 15 July 2004 at 8 p.m. (Danish time) or at the expiration of such longer period, to which Group 4 Securicor may extend the Recommended Offer (see below in Section 10.18). Acceptance of the Recommended Offer must be received by Danske Bank through the shareholder's own custodian bank prior to the expiration of the Offer Period.

10.4 Conditions

The Recommended Offer is subject to and conditional upon:

- a) the valid acceptance of this Recommended Offer by holders of more than 90% of the Group 4 shares or such lower percentage as either Group 4 Falck or Securicor may in its sole discretion require, provided that such percentage shall not be less than 67%;
- b) the sanction by the High Court of the Scheme of Arrangement and the reduction of capital involved therein and the registration of the scheme court order and the minute of reduction with the Registrar of Companies;
- c) the approval of the conditional Merger and the conditional Demerger at the Group 4 Falck shareholder meeting(s) by, in each case, at least two thirds of the number of votes cast and the number of Group 4 Falck shares represented at the relevant meeting and passing of a resolution by the Group 4 Falck Board upon satisfaction or waiver of the conditions for the Merger and the

Demerger, declaring the Demerger effective and filing this resolution with the Danish Commerce and Companies Agency;

- d) Group 4 Securicor Holdings Limited having acquired all of the shares in Group 4 Holding A/S from Group 4;
- e) the receipt from the relevant competition authorities of all clearances as specified in the Merger Agreement (including under Council Regulation (EEC) 4064/89 as amended by Council Regulation (EC) 1310/97) without (unless otherwise agreed by Group 4 Falck and Securicor) the imposition by such competition authorities of any conditions;
- f) the receipt from the relevant tax authorities of tax clearances for UK resident Securicor shareholders in relation to the Scheme of Arrangement under Section 707 of the Income and Corporation Taxes Act 1988 and Section 138 of the Taxation of Chargeable Gains Act 1992;
- g) the receipt from the relevant tax authorities of the following tax clearances for the Group 4 Falck shareholders (or Group 4 Falck Group companies) in respect of the re-organisation, the Demerger, the Hive-Down, the Contribution, and this Recommended Offer from the Danish tax authorities for exemption of:
 - (i) the Re-Organisation pursuant to paragraph 13 of the Capital Gains Tax Act (Aktieavancebeskatningsloven);
 - (ii) the Demerger pursuant to paragraph 15a-15b of the Tax Act on Mergers (Fusionsskatteloven) in respect of Danish tax-resident Group 4 Falck shareholders;
 - (iii) the Hive-Down of the Group 4 security business pursuant to paragraphs 15c-15d of the Tax Act on Mergers (Fusionsskatteloven);
 - (iv) the Contribution pursuant to paragraph 13 of the Capital Gains Tax Act (Aktieavancebeskatningsloven); and
 - (v) this Recommended Offer pursuant to paragraph 13 of the Capital Gains Tax Act (Aktieavancebeskatningsloven) in respect of Danish tax-resident Group 4 Falck shareholders;
- h) in respect of all the Group 4 Securicor shares to be issued in connection with the Scheme of Arrangement and this Recommended Offer:
 - (i) admission to the Official List and admission to trading on the London Stock Exchange becoming effective by the decision of the UKLA to admit such shares to listing being announced in accordance with paragraph 7.1 of the Listing Rules of the UKLA and by the decision of the London Stock Exchange to admit such shares to trading being announced in accordance with the London Stock Exchange admission standards; and
 - (ii) admission to trading on the Copenhagen Stock Exchange becoming effective by the decision of the Copenhagen Stock Exchange to admit such shares to listing pursuant to Section 22 of the Danish Securities Trading Act on the basis of the Listing Particulars approval by the Copenhagen Stock Exchange pursuant to Section 25 of Executive Order No. 330 of 23 April 1996;
- i) admission to trading on the Copenhagen Stock Exchange of all the shares of Group 4 and Falck to be issued in connection with the Demerger becoming effective by the decision of the Copenhagen Stock Exchange to admit such shares to listing in pursuance of Section 22 of the Danish Securities Trading Act and to approve each of the prospectuses for Group 4 and Falck pursuant to the Danish Executive order No. 330 of 23 April 1996;
- j) the Merger Agreement not having been terminated in accordance with its terms.

Group 4 Securicor shall not be required to complete this Recommended Offer or be considered to have acquired any Group 4 shares until all of the above conditions have been satisfied or, where appropriate, waived by Group 4 Falck or Securicor, acting together (except as provided for in Section 10.4a).

Group 4 Falck and Securicor, acting together (except as provided for in Section 10.4a), each reserve the right to waive one or more of the conditions precedent set forth above and maintain acceptances tendered and complete the Recommended Offer even though one or more of the conditions set forth above is not satisfied, in whole or in part.

10.5 Acceptances void/withdrawal

Acceptances of this Recommended Offer are binding and irrevocable for the shareholder, except as stated below.

If a competing offer is submitted for all shares in Group 4 or Group 4 Falck, the shareholders of Group 4 Falck, who have accepted the Recommended Offer shall be entitled to withdraw their acceptances. To be valid, however, such notification of withdrawal must be submitted to Danske Bank no later than 5 Banking Days after the date of announcement of such competing offer.

Group 4 Securicor is entitled to withdraw this Recommended Offer if one or more of the conditions set out in Section 10.4 are not satisfied or if the Merger Agreement is terminated. Furthermore, the Recommended Offer can be withdrawn by Group 4 Securicor, upon agreement between Group 4 Falck and Securicor, if a competing offer is submitted for all shares in Group 4 or Group 4 Falck. Withdrawal of the Recommended Offer will be announced through the Copenhagen Stock Exchange.

10.6 Danish tax exemption

A tax clearance has been obtained from the Danish tax authorities to the effect that the share exchange to be effected under this Recommended Offer and the Demerger will be tax exempt for Group 4 Falck and for Danish tax-resident Group 4 Falck shareholders. Shareholders are free to choose whether they want to make use of the tax clearance obtained in relation to the share exchange under the Recommended Offer. If use is made of the tax clearance to effect the share exchange on a tax exempt basis, the shares in Group 4 Securicor will be regarded as having been acquired at the same time for for the same price as the shares in Group 4 Falck if the shareholder does not wish to make use of the tax clearance to effect the share exchange on a tax exempt basis, the shares in Group 4 will be regarded as sold and the normal rules on sale of shares will apply as summarised in Section 11.1 In such case the shareholders shall prepare a statement of capital gains for the tax return.

10.7 Financing

The Recommended Offer will be financed by way of a share capital increase in Group 4 Securicor.

10.8 Shareholder rights

Group 4 will be established, and Group 4 Falck shareholders will receive shares in Group 4, upon completion of the Demerger, which is expected to take place on or around 19 July 2004. It is expected that transfer of title to the Group 4 shares to Group 4 Securicor as a consequence of acceptance of this Recommended Offer will take place on the same date.

Shareholders who accept the Recommended Offer will be entitled to vote and maintain other shareholder rights relating to their Group 4 Falck shares until such time as the Group 4 Falck shares are cancelled (in connection with completion of the Demerger).

10.9 Rights over shares

All shares acquired by Group 4 Securicor pursuant to the Recommended Offer shall be free from any and all charges, liens and other encumbrances.

10.10 Shares in Group 4 Securicor

Shareholders who accept the Recommended Offer will receive Group 4 Securicor shares in consideration for their Group 4 shares as set out above. The Group 4 Securicor shares issued pursuant to the Recommended Offer will entitle the holders to receive dividends that become payable to shareholders after the settlement date. The Group 4 Securicor shares will carry the same rights as all other existing ordinary shares of Group 4 Securicor. The Group 4 Securicor shares are not restricted with respect to transferability.

The shares further entitle the holders to voting rights and other administrative rights from the time of registration in Group 4 Securicor's share register.

10.11 Acceptance procedures

Shareholders wishing to exchange their Group 4 shares subject to the terms and conditions of the Recommended Offer must contact their own custodian bank to request that notification of their acceptance of the Recommended Offer be sent to Danske Bank using the Acceptance Form attached to this Recommended Offer Document. The Acceptance Form will be sent to registered Group 4 Falck shareholders, other than those resident in the United States, Canada, Japan, Australia or other jurisdictions (subject to certain limited exceptions) in which the submission of the Recommended Offer or acceptance thereof is in conflict with applicable legislation, together with the Recommended Offer Document. Additional copies of the Recommended Offer Document and Acceptance Forms will be available upon request to Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K, phone +45 4339 4969 or can be downloaded from the internet at www.group4falck.com.

Shareholders should complete and sign the Acceptance Form and submit it to their own custodian bank duly filled in and signed well in advance of the close of the Offer Period to allow the custodian bank sufficient time to process and send the acceptance to Danske Bank before the expiry of the Offer Period.

To make a valid acceptance of the Recommended Offer, a transferee of Group 4 Falck shares must have received their Group 4 Falck shares into their VP accounts by the close of business on 15 July 2004 (or such later date to which the Recommended Offer is extended).

All shareholders shall be deemed to represent that in accepting the Recommended Offer they are acting in compliance with any applicable legal requirements of their jurisdiction. In particular, accepting shareholders will be deemed to represent that they:

- (i) are not in the United States, do not hold any shares they have tendered on behalf of a person who is located in the United States and have not received or sent copies or originals of the Recommended Offer Document, the related Acceptance Form or any related documents in, into or from the United States;
- (ii) are accepting the Recommended Offer from outside the United States and have not executed, mailed or sent the Acceptance Form in or from the United States;
- (iii) are not an agent or fiduciary acting on a non-discretionary basis for a principal, unless the principal has given any and all instructions with respect to the Recommended Offer from outside the United States;
- (iv) have not otherwise utilised in connection with the Recommended Offer, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile transmission, telephone and internet) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States; and
- (v) are accepting the Recommended Offer in an "offshore transaction" within the meaning of Regulation S under the US Securities Act.

All acceptances signed and rendered by custodians, will be deemed to include a representation from such custodians that they are not an agent or fiduciary acting on a non-discretionary basis for a principal, unless the principal has given any and all instructions with respect to the Recommended Offer from outside the United States, Canada, Japan or Australia.

Group 4 Securicor may in its sole discretion waive the above conditions as regards specific holders of Group 4 shares who are "qualified institutional buyers" within the meaning of Rule 144A under the US Securities Act to the extent it is satisfied that the Recommended Offer can be made into the United States to such holders in a transaction that is exempt from registration under the US Securities Act and it has received an appropriate investor letter from each such holder.

Any acceptance of the Recommended Offer in contradiction of these terms shall be void.

10.12 Place of delivery

Custodian banks in receipt of Acceptance Forms should communicate acceptances to:

Danske Bank A/S
Corporate Actions
Holmens Kanal 2-12
DK-1092 Copenhagen K
Phone: +45 4339 4969
Fax: +45 4339 4954

10.13 CREST or VP registered shares or certificated shares

Group 4 Securicor shares will be capable of being held in both uncertificated and certificated form.

Danish residents

Group 4 Falck shareholders who are registered on the Group 4 Falck register of shareholders as Danish residents and who accept the Recommended Offer will unless they elect otherwise, receive uncertificated Group 4 Securicor shares registered through VP under a Danske Bank nominee arrangement. The Group 4 Securicor shares will be registered in the same VP accounts as the relevant shareholder's Group 4 Falck shares.

Under the Danske Bank nominee arrangement, Danske Bank will hold the VP registered Group 4 Securicor shares in a CREST account, through Danske Bank's CREST account holder, HSBC Bank plc. HSBC Bank plc will be registered as the nominee holder of the VP registered Group 4 Securicor shares in Group 4 Securicor's shareholders' register. The nominee arrangement means that Group 4 Falck shareholders receiving VP registered Group 4 Securicor shares held under the Danske Bank nominee arrangement will receive dividends, notices and other shareholder documents from their accounting institute via Danske Bank at their registered address. The nominee arrangement will not affect the rights of Group 4 Securicor shareholders who hold their shares through VP to attend, speak and vote at shareholder meetings.

Danish residents who wish to hold their Group 4 Securicor shares through CREST or in certificated form should contact their own custodian bank.

Non-Danish residents

Group 4 Falck shareholders not registered in Group 4 Falck's register of shareholders with a Danish address may elect to hold their Group 4 Securicor shares either through CREST, VP or in certificated form.

Non-Danish resident Group 4 Falck shareholders who accept the Recommended Offer but who do not make an election as to the form in which they wish to hold their Group 4 Securicor shares will be deemed to have elected to hold their Group 4 Securicor shares in certificated form.

CREST is a UK-based paperless settlement system enabling shares to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument. Shares can be traded through CREST accounts in the name of the underlying shareholder or the underlying shareholder's custodian bank by notifying CREST. CREST is also responsible for the payment of dividends to account holders. Group 4 Securicor shareholders who hold their Group 4 Securicor shares through CREST will receive notices or any other shareholder documents direct from Group 4 Securicor or their own custodian bank at their registered addresses. Shareholders wishing to hold their Group 4 Securicor shares through CREST can elect on the Acceptance Form to have their shares issued into CREST. Group 4 Falck shareholders who elect to receive CREST registered shares should contact their own custodian bank.

VP is a Danish-based paperless issue, clearing and settlement system. Shareholders wishing to hold their Group 4 Securicor shares through VP can elect on the Acceptance Form to have their shares issued via VP. Group 4 Falck shareholders who elect to hold their shares in uncertificated form through VP will receive VP registered Group 4 Securicor shares held under the Danske Bank nominee arrangement described above. The Group 4 Securicor shares will be registered into the same VP accounts as the relevant shareholder's Group 4 Falck shares.

Shares held in certificated form can be traded through a broker by submitting the relevant share certificate. Certificated shareholders will receive dividends, notices and other shareholder documents directly from Group 4 Securicor at their registered addresses.

10.14 Acceptance Shares

Upon acceptance of the Recommended Offer, the shares in Group 4 Falck will be transferred to a separate Danish securities code in the shareholder's custody account with VP.

For Group 4 Falck shareholders registered as Danish residents, the securities code will be Group 4 Falck Accept VP DKK 001030663-8.

For non-Danish residents, the relevant securities code is either Group 4 Falck Accept OTHER DKK 001030671-1, for shareholders who have elected to hold their Group 4 Securicor shares through CREST or in certificated form or Group 4 Falck Accept VP DKK 001030663-8 for shareholders who have elected to hold their Group 4 Securicor shares through VP.

Upon tendering the acceptance, a Group 4 Falck shareholder will receive a statement from VP or their custodian bank on the number and securities code of the Group 4 Falck Acceptance Shares issued to the shareholder.

The Group 4 Falck Acceptance Shares carry the same shareholders rights as the Group 4 Falck shares. Application for the listing of the Group 4 Falck Acceptance Shares has been filed with the Copenhagen Stock Exchange and dealings in the shares on the Copenhagen Stock Exchange are expected to commence no later than 8 June 2004. Trading in the Group 4 Falck Acceptance Shares will thus be possible after acceptance of the Recommended Offer. By transfer of the Group 4 Falck Acceptance Shares the transferee assumes the legal position of the transferor and will be regarded as having tendered his shares in this Recommended Offer.

The reason for use of separate securities codes for shareholders who have accepted the Recommended Offer is a desire by Group 4 Falck and Securicor to allow shareholders in Group 4 Falck to continue to trade in Group 4 Falck shares after submission of acceptances and to facilitate the technical aspects of settlement of the Recommended Offer. Acceptances tendered early in the Offer Period will accordingly not restrict trade in Group 4 Falck shares.

10.15 Settlement

Group 4 Securicor expects to announce the number of acceptances tendered through the Copenhagen Stock Exchange at completion of the Merger contemplated to occur on 19 July 2004. In connection therewith, an announcement will be made that either all conditions are satisfied or, where appropriate, waived and that the Recommended Offer shall be completed, or alternatively that certain conditions have not been satisfied or waived, and that the Recommended Offer will be withdrawn.

For Danish resident Group 4 Falck shareholders, who have not taken specific action to receive their Group 4 Securicor shares in certificated form or registered through CREST, settlement will take place through the shareholders' own custodian banks.

For non-Danish resident Group 4 Falck shareholders settlement will take place either through:

- (i) the shareholder's CREST account or the CREST account of the shareholder's custodian bank if the shareholder has elected to hold the Group 4 Securicor shares through CREST;
- (ii) the shareholder's own custodian bank if the shareholder has elected to hold the Group 4 Securicor shares through VP by way of the Danske Bank nominee arrangement; or
- (iii) the issue of a share certificate to the shareholder's registered address if the shareholder has elected to hold the Group 4 Securicor shares in certificated form or if the shareholder has failed to make any election as to how he wishes to hold the Group 4 Securicor shares.

For Danish resident shareholders, who have taken specific action to receive their Group 4 Securicor shares in certificated form or to have them registered through CREST, either (i) or (iii) above will apply.

Settlement for Group 4 Falck shareholders who elect to hold their Group 4 Securicor shares through VP is expected to take place on 22 July 2004. Settlement for Group 4 Falck shareholders who elect to hold their Group 4 Securicor shares through CREST is expected to take place as soon as possible after 23 July 2004. 2 August is the latest date for dispatch of share certificates to Group 4 Falck shareholders who

elect to hold their shares in certificated form (or for non-Danish Group 4 Falck shareholders who make no election as to the form in which they wish to hold their Group 4 Securicor shares).

Due to the complexity of the settlement of the Recommended Offer, including the fact that settlement will involve the registration and clearing of some of the shares in both the CREST and the VP systems, and that share certificates, to shareholders electing to receive certificated shares, will not be sent out until approximately 14 days after completion of the Recommended Offer, it will not be possible to effect settlement within 3 Trading Days.

Settlement for shares will take place against concurrent registration of Group 4 Securicor's title to the Group 4 shares in VP.

In connection with settlement, Group 4 shareholders will receive a statement from VP or their custodian bank on the number of Group 4 shares received upon completion and settlement of the Demerger.

Group 4 shareholders who accept the Recommended Offer will also receive a statement from VP or their custodian bank to the effect that the shareholder's shares in Group 4 have been transferred to Group 4 Securicor.

10.16 Fractions of shares

The entitlement of Group 4 shareholders to Group 4 Securicor shares will be rounded down to the nearest whole number. Individual fractional entitlements will not be allotted but instead will be aggregated and sold in the market and the proceeds will be given to charity.

10.17 Special terms for tied-up Employee Shares

Employees holding Employee Shares issued by Group 4 Falck pursuant to Section 7A of the Tax Assessment Act, for which the lock-up period expires at a later date than the last date of the Offer Period, may accept the Recommended Offer subject to the condition that a positive answer is received to a request to the tax authorities (the National Assessment Council) for a ruling on the acceptance of the Recommended Offer by such employees without special conditions. This is expected during mid-June 2004 following which the relevant employees will receive further information.

The Employee Shares will be exchanged for Falck shares and Group 4 shares on completion of the Demerger. The shares received will during the remaining part of the lock-up period be subject to a continued lock-up on the same terms that currently apply.

10.18 Extension of the Recommended Offer

Group 4 Securicor reserves the right to extend the Offer Period on one or more occasions. Any extension will be determined by Group 4 Securicor in accordance with applicable rules and notified through the Copenhagen Stock Exchange before expiration of the Offer Period.

Any extension of the Offer Period shall not be deemed to be a new offer.

Shareholders who have accepted the Recommended Offer will remain bound by their acceptances if the Offer Period is extended. If the Offer Period is extended, including extension in accordance with section 9(2) of Executive Order No. 827 of 10 November 1999, Group 4 Securicor shall be entitled to complete the Recommended Offer on the basis of acceptances which do not lapse or are not withdrawn in accordance with Section 10.5, as soon as the conditions for completing the Recommended Offer are satisfied or waived.

10.19 Additional measures

If the Recommended Offer is completed, Group 4 Securicor will be subject to the obligation under Danish law to make a further share exchange offer on identical terms to acquire the shares of Group 4 shareholders who did not accept the Recommended Offer. Such mandatory offer would need to be made within four weeks of completion of the Recommended Offer.

If, following the completion of the Recommended Offer and the mandatory public tender offer or if otherwise Group 4 Securicor acquires more than 90% of the share capital and voting rights in Group 4, Group 4 Securicor intends to institute proceedings pursuant to the Danish Companies Act to acquire

compulsorily for cash the outstanding Group 4 shares. In such event, Group 4 will be delisted from the Copenhagen Stock Exchange.

In connection with a proposed delisting, necessary and appropriate amendments to Group 4's articles of association will be implemented, including a change of the status of the company's shares into non-transferable shares.

If the Recommended Offer is declared unconditional at an acceptance level below or equal to 90% (but not less than 67%), although Group 4 Securicor will not be entitled to institute proceedings to acquire compulsorily for cash all of the outstanding Group 4 shares in respect of which acceptances have not been received, Group 4 Securicor will nevertheless be able to exercise effective control of Group 4. In particular, it will be able to elect a majority of the board of directors of Group 4, determine the timing and the amount of dividend payments, require Group 4 to effect certain corporate resolutions, amend the articles of associations, pass resolutions to increase or decrease the Company's share capital or dissolve the Company, dispose of the Company's assets, as well as approve the demerger or merger of Group 4, in each case without the prior approval of the minority shareholders.

10.20 Fees and payments to boards etc. of Group 4 Falck and Group 4

None of the members of the Group 4 Falck Board, the Group 4 Board or the members of management of Group 4 Falck and the designated management of Group 4 will receive fees or payments from Group 4 Securicor, Securicor or companies associated with Group 4 Securicor or Securicor in connection with the Recommended Offer.

10.21 Contracts relating to the Recommended Offer

All agreements which are directly relevant for the evaluation of the Recommended Offer are described in this Recommended Offer Document.

10.22 Governing law and jurisdiction

Danish law shall apply to any matter relating to or arising out of the Recommended Offer, any acceptance of the Recommended Offer and to any exchange of shares pursuant to this Recommended Offer.

Any dispute relating to this Recommended Offer is subject to the exclusive jurisdiction of the Danish Maritime and Commercial Court of Copenhagen as the court of first instance.

11. TAX CONSEQUENCES FOR GROUP 4 SHAREHOLDERS

Group 4 Securicor urges each shareholder to examine the particular tax consequences for them of accepting the Recommended Offer. Each shareholder is responsible for taxes payable pursuant to such shareholder's acceptance of the Recommended Offer, except for SDRT payable upon issue of Group 4 Securicor shares to be registered through VP upon completion of the Recommended Offer, which will be paid by Group 4 Securicor.

11.1 Danish Taxation

The following paragraph outlines the Danish tax issues of importance for Danish tax resident investors' acquisition, possession and sale of shares in Group 4 Securicor.

The following does not provide a full and complete description of all tax issues in relation to shareholdings and share transfers. Particularly, it should be pointed out that the description does not comprise investors for whom special tax rules apply, e.g. banks, stockbrokers and other persons trading in shares.

The description is based on the current Danish tax legislation applicable at the date of this document and is therefore subject to changes. It is recommended that shareholders accepting the Recommended Offer consult their own tax advisers regarding the tax consequences of acquiring, owning or selling Group 4 Securicor shares in the light of their own tax position.

This summary does not include the foreign tax effect for shareholders not tax-resident in Denmark.

Sale of shares in Group 4 Securicor

Capital gains (including any exchange rate adjustments) from the sale of shares owned for less than three years are taxable and losses can be set off against capital gains on other shares owned for less than three years. Losses can be carried forward and set off against future capital gains on shares owned for less than three years. For individuals, capital gains are taxed as investment income at a marginal rate up to 59%. For companies, capital gains are taxed as taxable income at the corporation tax rate, which at present is 30%.

Capital gains realised by individuals on the sale of listed shares after three years' of ownership or more are tax-exempt and losses are not deductible, provided that the market value of the shareholder's total possession of listed shares has not within the last three years up to the date of disposal exceeded DKK 133,700 (for 2004). For married couples, the total amount is DKK 267,300 (for 2004). The value of the shareholder's total position of listed shares is computed at year-end and the date of acquisition and disposal of listed shares. If the shareholding at the date of computation within the last three years up to the sale of shares has exceeded DKK 133,700/267,300 (for 2004), the capital gain is taxed as share income. If this threshold has been exceeded, losses on shares owned for more than three years can be set off against taxable capital gains on listed shares owned for more than three years. The loss can be carried forward indefinitely and set off against future capital gains according to special rules.

The share income up to DKK 42,400 (for 2004) (DKK 84,800 for married couples) is taxed at 28%. Share income exceeding DKK 42,400/84,800 (for 2004) is taxed at 43%.

For companies, capital gains on the sale of shares after three years' ownership or more are tax-exempt and losses cannot be deducted or used as set-off against profits.

If shares have been bought on several occasions, the sale of shares is considered to be made in accordance with the first in, first out principle. This applies with respect to the three-year holding period as well.

If shares bought on several occasions are held for less than three years, the purchase price in the event of a part sale is made up according to a share-by-share method for individuals and an average method for companies. On sale of shares held for three years or more, the purchase price is made up in accordance with an average method for both individuals and companies.

Dividends from Group 4 Securicor

For individuals, dividends are taxed as share income at the tax rates mentioned above regarding the sale of shares. For companies, dividends are taxed as taxable income at the corporate tax rate of 30%, but companies are only to include 66% of the gross amount in their taxable income.

If the shares are sold to the issuing company the proceeds are taxed as dividends and not as capital gains.

11.2 UK Stamp Duty and Stamp Duty Reserve Tax

The sale of Group 4 Securicor shares will generally be subject to UK stamp duty at a rate of 0.5% of the consideration given for the sale transfer (the stamp duty). The purchaser normally pays the stamp duty.

An agreement to transfer Group 4 Securicor shares will normally give rise to a charge to stamp duty reserve tax (SDRT) at a rate of 0.5% of the consideration payable for the transfer. If a duly stamped transfer in respect of an agreement is produced within six years of the date on which the agreement is made (or, if the agreement is conditional, the date on which the condition is satisfied) any SDRT paid is repayable, generally with interest, and otherwise the SDRT is cancelled. Any SDRT charge is, in general, payable by the purchaser.

Paperless transfers of Group 4 Securicor shares within CREST are generally liable to SDRT, rather than stamp duty, at the rate of 0.5% of the amount or value of the consideration payable. CREST is obliged to collect the SDRT on relevant transactions settled within CREST. Deposits of Group 4 Securicor shares into CREST will not generally be subject to SDRT, unless the transfer into CREST is itself made for consideration.

Transfers of Group 4 Securicor shares within the Danske Bank nominee arrangement registered through VP will not generate any SDRT or stamp duty.

Stamp duty or SDRT will generally be payable at the rate of 1.5% on the transfer of Group 4 Securicor shares to, or to a nominee or agent for, (i) a depositary who has issued or is to issue depositary receipts in respect of the shares or (ii) a person whose business is or includes the provision of clearance services pursuant to an arrangement regarding the provision of such services, any SDRT generally being a liability of the depositary or the clearance service provider in question. The rate is applied, in each case, to the amount or value of the consideration or, in some circumstances, to the value of the shares.

Where Group 4 Falck shareholders are due to have their Group 4 Securicor shares issued to HSBC Bank plc as nominee for Danske Bank and held in VP, the issue of such Group 4 Securicor shares will be subject to SDRT at the rate of 1.5% as the arrangements for the issue of the shares to HSBC Bank plc as nominee for Danske Bank and the holding of the shares in VP falls within point (ii) of the above paragraph. However, Group 4 Securicor has agreed that it will discharge this liability direct to the UK Inland Revenue. This is the only stamp duty or SDRT liability which Group 4 Securicor has agreed to meet in relation to the arrangements with VP. Accordingly, if a Group 4 Falck shareholder is not due to hold his Group 4 Securicor shares in VP and subsequently transfers his Group 4 Securicor shares into VP (or to an issuer of depositary receipts, another clearance service provider or nominee or agent for either), Group 4 Securicor will not meet any stamp duty or SDRT liability. An agreement to transfer Group 4 Securicor shares within VP should not be liable to any further SDRT charge (and provided there is no document of transfer, no stamp duty either).

Special rules apply to agreements made by market intermediaries and to certain sale and repurchase and stock borrowing arrangements. Charities are generally exempt from stamp duty and SDRT on the acquisition of shares.

12. FURTHER INFORMATION

12.1 Group 4 Securicor ownership interests in Group 4 Falck and/or Group 4

Neither Group 4 Securicor or Securicor, nor any of their subsidiaries, own, at the time of submission of this Recommended Offer, shares in, or control voting rights to shares in, Group 4 or Group 4 Falck, and have not, for a period of twelve months prior to submission of the Recommended Offer, owned shares or controlled voting rights to shares in Group 4 Falck.

12.2 Group 4 shareholders accepting the Recommended Offer will become shareholders in a UK company

Shareholders accepting the Recommended Offer should consider that the price of Group 4 Securicor shares will be affected by factors that are distinct from those affecting the price of Group 4 Falck shares because the business of Group 4 Securicor will differ from that of Group 4 Falck and Group 4 Securicor's operational results may be affected by factors that are different from those affecting Group 4 Falck's operational results. Shareholders should also consider that owning and trading Group 4 Securicor shares will entail certain differences compared to owning and trading Group 4 Falck shares including in respect of attending general meetings and exercising voting rights, and that there might be additional costs compared to the costs of owning and trading Group 4 Falck shares

13. RISK FACTORS

13.1 Global Terrorism

Against the backdrop of increasing security awareness since 11 September 2001 the Group 4 Securicor Group operates in an industry which is perceived as having a role in the global fight against terrorism.

It is possible that future terrorist incidents where the Group is responsible for providing security screening could lead to brand and reputational damage, and so affect earnings and profitability. This is particularly the case in respect of certain high-profile public events for which the Group 4 Securicor Group is contracted to provide security.

Whilst the Group endeavours to negotiate limits of liabilities in contracts with third parties and to arrange appropriate levels of insurance cover, it may not always be possible to impose such limitations, such limitations may not be effective or applicable or appropriate insurance cover may not be adequate or available.

Group 4 Securicor operates under a number of different brands throughout the world and any brand or reputational damage may be largely confined to the brand directly involved in any such incident. Further, the Group 4 Securicor Board believes that many clients are likely to recognise the particular circumstances of terrorist incidents and, notwithstanding adverse publicity, will nevertheless continue to carry on business with the Group in the normal course.

13.2 Insurance

In the current climate of global terrorism, it is also possible that premiums for the Group's insurance against terrorist-related incidents may increase significantly, or that appropriate insurance becomes difficult to obtain either at all or at sufficient levels of cover. Although the Group 4 Securicor Group would, in the ordinary course, seek to reflect the rising costs of insurance in the arrangements with its customers, a significant rise in the price, or the non-availability, of adequate insurance may adversely affect the ability of the Group 4 Securicor Group to continue offering particular types of services or to provide services in certain jurisdictions.

13.3 Federalisation

Following the 11 September 2001 terrorist attacks, the US Government federalised the aviation security sector in the US. There is a risk that, in the event of further terrorist attacks, other sections of the security services industry may be federalised or become subject to regulation or increased regulation in jurisdictions in which the Group 4 Securicor Group carries on business. This may adversely affect the ability of the Group 4 Securicor Group to carry on certain of its businesses in affected jurisdictions, particularly in respect of work carried out for the US Government.

13.4 Regulation

The Group is subject to an increasing level of regulation in relation to certain of its operations, particularly its manned guarding. There is a trend in some European jurisdictions towards requiring individual security guards to be licensed. Under certain provisions in the Private Security Industry Act 2001 that are due to come into force in the UK in 2005, each security guard employed by the Group in the UK will require a minimum level of training and an individual licence.

Whilst any such regulation or further regulation is likely to lead to additional direct costs as well as administration costs for the Group, the Group 4 Securicor Board believes that levels of training already provided to security guards throughout the Group are likely to meet or exceed any foreseeable regulatory requirements.

In addition, the in-house manned guarding sector is currently excluded from the provisions of the Private Security Industry Act 2001. This may give rise to legal uncertainties, costs and/or the risk of legal claims in the event that the Group inherits such employees on the award of contracts on the contracting-out of such services (for example, pursuant to the terms of the Transfer of Undertakings (Protection of Employment) Regulations 1981, as amended). In addition to training and licence costs, it may be the case that such employees are not eligible for licences, resulting in potential termination costs and legal claims in relation to such dismissals.

The Group 4 Securicor Group's cash services business in the UK is, to a significant extent, dependent on Group 4 Securicor having Bank of England Note Circulation Scheme status (NCS status). This status allows the Group 4 Securicor Group to carry out certain cash management related services on behalf of the Bank of England. Whilst the Group 4 Securicor Board is not aware of reason why such status may be withdrawn, loss of this status may mean that the Group would be unable to provide all or some of such services.

13.5 Argenbright Litigation

Securicor's wholly-owned US subsidiary, Argenbright, was responsible for passenger checkpoint security screening for two of the flights involved in the terrorist atrocities of 11 September 2001, being the United Airlines flight from Newark to San Francisco and the American Airlines flight from Washington to Los Angeles. The hijacked planes performing these flights crashed respectively in rural Pennsylvania and into the Pentagon.

Argenbright will be a member of the Group. It is one of a number of defendants being sued in New York where all claims arising from the terrorist attacks are being handled centrally. The Directors are

unaware of any information suggesting that Argenbright failed to carry out its screening services properly and accordingly believe that Argenbright should have no liability in respect of those two flights for the losses that occurred subsequently.

The events of 11 September 2001 were so extraordinary that it is impossible to state with certainty that no findings of liability against Argenbright will be made. In addition, the legal proceedings are at a relatively early stage. There is therefore a risk that Argenbright may be found liable for substantial damages in respect of claims brought by representatives of victims and others in the New York courts in connection with Argenbright's security screening of those two flights.

Any award of damages would be a matter of discretion by the jury hearing the case although in appropriate circumstances damages awards may be reviewed on appeal. It is not possible to predict with any certainty what the aggregate amount of any damages might be if Argenbright were to be found liable, or whether punitive damages might be awarded as well as compensatory damages and, if so, at what level. It is noted that as at 1 June 2004 (the latest practicable date before publication of this document) there are 45 complaints being pursued against Argenbright on behalf of 50 deceased victims. In addition, three claims on behalf of four injured victims are being pursued against Argenbright.

Many other victims and their representatives have filed claims with the Victims' Compensation Fund, a fund established by the United States Federal Government shortly after the events of 11 September 2001. Those who have done so are now precluded from making claims against Argenbright or Securicor.

Time limitation periods for wrongful death claims have now expired. However, a stay agreement entered into between the plaintiffs and Securicor means that some potential claimants have until 11 September 2004 to file a claim against Securicor. Argenbright was not a party to this agreement. However, because most potential additional claimants have already filed claims with the Victims' Compensation Fund and because Securicor's stay only applies to New York residents, it is believed that the number of potential additional claims on behalf of deceased victims is two. Although the statute of limitations for filing personal injury claims in Virginia has run, New York residents have until 11 September 2004 to file such claims.

As at 11 September 2001, Argenbright and Securicor had in place joint aviation liability insurance which, based upon legal advice provided to them, the Directors believe included cover for damages awards (including any awards of punitive damages) arising out of the acts of terrorism and provided insurance cover of US\$1 billion for each of the two flights referred to above. The directors of Group 4 Securicor believe, on the basis of legal advice, that any award of damages would be below the limits of the insurance cover. If the insurance cover was available to Argenbright only in part or if it was not available at all, or if awards were to exceed the amount that is believed to be available, Argenbright would be obliged to meet any liability (or any excess of its liability over available insurance cover) from its own resources, which in those circumstances might not be sufficient for such purposes.

All of the claims on behalf of deceased victims and one of the three claims by injured victims also name Securicor as a defendant. In this context it is noted that Argenbright carried out the screening of the relevant flights and is a stand-alone limited liability corporation owned indirectly at the time by Securicor. The Board is not aware of any basis on which awards of damages could be made against Securicor. Based on legal advice, the Board believes that this possibility is remote, but in the light of the extraordinary circumstances surrounding the 11 September 2001 terrorist attacks, there can be no absolute assurance that Securicor will not be found liable.

If Securicor was found to have some liability for the events of 11 September 2001, and if in these circumstances the insurance cover described above was not available to Securicor either fully or at all, or if awards were to exceed the amount that is believed to be available, Securicor would be obliged to meet any liability (or any excess of its liability over available insurance cover) from its own resources. If Securicor was obliged to meet liabilities either fully or in part from its own resources, the level of such liabilities could have a very material and adverse effect upon the financial condition of the Group.

13.6 Integration

The Merger of Group 4 Falck's security business and Securicor involves a complicated re-organisation, as well as branding and personnel issues. There is a risk that if the implementation of the integration

plan does not proceed as contemplated, the forecast savings and synergies may not be realised, or may not be realised according to the timescale contemplated. Details of proposed synergies will need to be the subject of discussion and consideration with trade unions, employee representatives and European and local works councils as appropriate.

13.7 Volume of cash transported

The success of the Group 4 Securicor Group's cash services businesses may be adversely affected by any significant reduction in the amount of cash required to be transported or the frequency of its transportation. This might arise through a reduction of cash in circulation whether generally or in particular countries or markets. It may also arise from any increasing trend to cash recycling and a decrease in the number of bank branches.

A reduction of cash in circulation may arise, for example, from an increased use of credit and debit cards or other non-cash forms of payment. It may also arise from a further expansion in the number of countries that have adopted the EURO as their currency. However, the amount of cash in circulation continues to rise in many markets and the Group 4 Securicor Group does not perceive this as a significant risk.

Examples of cash recycling include retail customers offering "cash back" facilities or the provision of on-site ATMs. Cash recycling may be particularly attractive to customers during prolonged periods of relatively lower interest rates, which may reduce the incentive for businesses to transfer cash quickly to their banks. An increase in the volume of cash recycling may also offer opportunities to the Group to supply cash management services to customers in support of cash recycling activities.

13.8. Management Retention

Group 4 Securicor is reliant on the retention at group and regional level and in certain countries of key members of its management team. A risk exists that the loss of members of the management team could result in a deterioration in the operations of the Group, particularly where members of management enjoy strong relationships with key customers.

13.9 Exchange rate exposure

The Group 4 Securicor Group conducts operations primarily in the UK and Europe as well as in Scandinavia, North America, Eastern Europe, Africa, Latin America and Far East. The Group 4 Securicor Group's turnover therefore comprises many different currencies, though mainly GBP, USD and Euros. The results of the Group 4 Securicor Group are reported in GBP. Consequently, the reported results of the Group 4 Securicor Group may be materially affected by movements in foreign currency exchange rates and particularly by GBP/USD and GBP/EURO exchange rates.

13.10 Joint and Several Liability following the Demerger

The Demerger of Group 4 Falck is a full statutory demerger under Danish law pursuant to which the existing Group 4 Falck will dissolve, with all assets and liabilities of Group 4 Falck being transferred by operation of law to the two new successor companies formed as a result of the Demerger: Group 4 and Falck. Following the Demerger, Group 4 and Falck will each be liable, under the Danish Companies Act for obligations attributable to the assets and liabilities transferred to them. Where a creditor of Group 4 or Falck does not receive full payment of its claims, the other company will be secondary jointly and severally liable, to the extent that the obligation existed at the time the Demerger Plan was published. However, Group 4 and Falck will only be jointly and severally liable for an amount corresponding to the net value of the assets and liabilities transferred to them respectively at the time of the publication of the Demerger Plan. This does not apply to taxes, as, according to generally applicable tax rules, liability to the tax authorities is unlimited and comprises tax years up to and including 2004, the year of the Demerger. The demerger plan and the other statutory demerger documents were published on 28 May 2004.

In addition, steps have been taken to protect Group 4 and Falck from liabilities relating to each other's business after the Demerger (for example, by the use of cross-indemnities in the Merger Agreement). Nevertheless, there is a risk that certain liabilities in respect of the business carried on by Falck may fall on Group 4, a subsidiary of the Group 4 Securicor Group after the Merger becomes effective, and thereby impact directly on the financial position of Group 4 Securicor.

13.11 Mature Markets

A number of the markets in which the Group 4 Securicor Group operates are relatively mature and may therefore offer limited realistic scope for substantial future revenue growth in core security services. However, the Group will target the provision of more sophisticated higher-margin services to customers in the markets as well as utilising the opportunity offered by the Merger to cross-sell new products and services to existing clients wherever they may carry on their business.

13.12 Competitive Markets

The security industry comprises a number of very competitive markets. In particular, the manned guarding market is very fragmented with relatively low economic barriers to entry. As a result, the Group 4 Securicor Group competes with a wide variety of operators of varying sizes. Actions taken by the Group's competitors may place pressure on its pricing, margins and profitability. The Group believes that its ability to compete in all its markets will be enhanced as a result of the increased scale, efficiency and depth and quality of service that should result from the Merger.

13.13 Wackenhut Services Inc.

Group 4 Securicor owns all of the shares in Wackenhut Services Inc. under US Foreign Ownership Controlling Interest regulations. Wackenhut Services Inc. provides security services to US Government agencies including security services on sites deemed to be strategically sensitive. Whilst the Group is represented on the Wackenhut Services Inc. board through shareholder proxies, operational control remains with an independent board reporting directly to the US Government. The Group includes the results of Wackenhut Services Inc. in its consolidated financial results on the basis that it is a "quasi-subsubsidiary", the risks and rewards of which are borne by Group 4 Securicor. A risk exists that, should problems occur in Wackenhut Services Inc., the management of Group 4 Securicor would be restricted in its ability to address the operational problems arising, with a resultant adverse impact on the results of the Group. The Proxy Agreement giving effect to the US Foreign Ownership Controlling Interest regulations is summarised in paragraph 14 of Part 9 of the Listing Particulars.

13.14 Outsourcing

Some of the Group 4 Securicor Group's customers in the cash services business are financial institutions which have elected to outsource their cash processing and cash management functions. If the trend towards outsourcing should for any reason be reversed (as it has in the aviation security sector) and the Group's customers increasingly undertake these functions themselves, then the revenue and profitability of the Group may be adversely affected. However, the Group 4 Securicor Board has no reason to believe that this reverse in industry practice is likely.

13.15 Employees

The security industry generally, and the manned security sector in particular is labour intensive and consequently the Group relies on being able to attract and retain high quality employees. External factors, such as unemployment levels, minimum wage legislation and restrictions on the number of hours employees can work, as well as internal factors such as discrepancies between the pay scales of employees previously employed by Group 4 Falck and Securicor, may affect the Group's ability to control labour costs.

13.16 Pensions

The Group has two pension schemes in the UK both of which are underfunded when assessed in accordance with International Financial Reporting Standards. These deficits are disclosed in Parts 3 and 5 of the Listing Particulars but they are not currently recognised in the balance sheet as permitted by FRS 17. Both schemes hold a large proportion of their assets in equities. The viability of these holdings could impact on future profitability and net assets. On full implementation of International Financial Reporting Standards, the Group could be required to recognise these deficits (to the extent that they exist at that time) as a reduction in the Group's net assets.

Cash contributions to the schemes are established in anticipation of higher investment returns than those used to establish accounting costs. Whilst the Group has increased contributions to reflect existing funding deficits, there is a possibility of further increases in cash contributions if the anticipated investment returns are not achieved.

13.17 Unions

With over 340,000 employees around the world, relationships with employees, European and local works councils, trade unions and other employee representatives are an important part of the Group 4 Securicor Group's strategy. Should these relationships deteriorate, there could be a risk to customer service and increased costs associated with industrial disputes. The Group 4 Securicor Board believes that employee relationships are continuing to strengthen and that these risks should be minimised as a result.

14. ADVISERS

The following advisers have assisted Group 4 Securicor, Securicor and Group 4 Falck:

Financial adviser to Securicor:	Morgan Stanley & Co Limited
Financial adviser to Group 4 Falck:	UBS Limited
Sponsor for listing of Group 4 Securicor on the London Stock Exchange:	Cazenove & Co. Ltd. Morgan Stanley & Co. Limited UBS Limited
Listing Agent for the secondary listing of Group 4 Securicor on the Copenhagen Stock Exchange	Morgan Stanley & Co. International Limited UBS Limited
Settlement agent	Danske Bank A/S
Legal advisers as to English and United States laws:	Freshfields Bruckhaus Deringer Herbert Smith
Legal advisers as to Danish law:	Gorrissen Federspiel Kierkegaard Kromann Reumert

15. DOCUMENTS AND ENQUIRIES

Registered shareholders in Group 4 Falck will receive a copy of the Recommended Offer Document and the related Acceptance Form by mail. This does not apply, however, to certain foreign shareholders resident in the United States, Canada, Japan, Australia or other jurisdictions in which the submission of the Recommended Offer or acceptance thereof is in conflict with applicable legislation.

The following documents can be reviewed at Group 4 Falck, Polititorvet, DK-1780 Copenhagen V, Denmark and will furthermore be available on the internet at www.group4falck.com:

- This Recommended Offer Document with the Statement and Recommendation of the boards of Group 4 Falck and Group 4, the Offer Advertisement and related Acceptance Form;
- Explanatory Memorandum from Group 4 Falck, including, amongst other things, a description of the Merger, the rationale for the Merger and information as to how the Merger is completed and settled in practice and the steps to be taken by Group 4 Falck shareholders in this respect;
- Listing Particulars relating to the admission to listing and trading of Group 4 Securicor on the London Stock Exchange and the Copenhagen Stock Exchange;
- Prospectus relating to the admission to listing and trading of Group 4 on the Copenhagen Stock Exchange;
- Prospectus relating to the admission to listing and trading of Falck on the Copenhagen Stock Exchange;
- Agenda for the extraordinary general meeting to be held in Group 4 Falck on 28 June 2004; and
- Statutory demerger documentation relating to the Demerger, which were published on 28 May 2004.

Upon request to Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K, Phone: +45 4339 4969, Fax: +45 4339 4954, the above documents will be provided by ordinary mail.

In addition certain other documents are available for inspection as further described in Part 9 Section 19 of the Listing Particulars.

Inquiries in connection with the acceptance of the Recommended Offer can be made to:

Danske Bank A/S
Corporate Actions
Holmens Kanal 2-12
DK-1092 Copenhagen K
Phone: +45 4339 4969
Fax: +45 4339 4954

16. ABBREVIATIONS AND DEFINITIONS

In this Recommended Offer document the following abbreviations and definitions have been used:

Acceptance Form	The acceptance form, relating to the acceptance of the Recommended Offer, sent to registered Group 4 Falck shareholders together with the Recommended Offer Document
Admission	admission of the Group 4 Securicor Shares (i) to the Official List and (ii) to trading on the London Stock Exchange's market for listed securities becoming effective in accordance with, respectively, the Listing Rules and the Admission and Disclosure Standards
Argenbright	Argenbright Security, Inc. a wholly-owned US subsidiary of Securicor
ATM	Automated teller machines
CCTV	Closed circuit television
Company	Group 4 A/S
Contribution	The transfer of the shares held by Group 4 in Group 4 Holdings A/S to Group 4 Securicor Holdings Limited in consideration for the issue of shares by Group 4 Securicor Holdings Limited to Group 4
Copenhagen Stock Exchange	Copenhagen Stock Exchange A/S
CREST	A relevant system (as defined in the Uncertificated Securities Regulations 1995 (SI 1995 No. 95/3272)) in respect of which CRESTCo Limited is the operator (as defined in those Regulations)
Danish Companies Act	The Consolidated Danish Public Companies Act No. 9 of 9 January 2002 with amendments
Danske Bank	Danske Bank A/S, CVR no. 61126228
Danish time	Central European Time (CET)
Demerger	The statutory demerger of Group 4 Falck
DKK	Danish Kroner
Employee Shares	Shares issued to Danish employees in the Group 4 Falck Group that are held in trust in accordance with section 7A of the Tax Assessment Act

Exchange Ratio	The ratio applied when exchanging the Group 4 shares for Group 4 Securicor shares upon settlement of this Recommended Offer
Falck	Falck A/S
Hive-Down	The transfer of the business held by Group 4 to Group 4 Holdings A/S
GBP	Great British Pounds
Group 4	Group 4 A/S
Group 4 Board	The board of directors of Group 4 following completion of the Demerger
Group 4 Falck	Group 4 Falck A/S, CVR No. 24792110
Group 4 Falck Acceptance Shares	Interim shares to be issued prior to completion of the Merger to Group 4 Falck shareholders who have accepted the Recommended Offer
Group 4 Falck Board	The board of directors of Group 4 Falck
Group 4 Falck Group	Group 4 Falck and its subsidiaries and associated undertakings
Group 4 Group	Group 4 A/S and its subsidiaries and associated undertakings
Group 4 Securicor	Group 4 Securicor plc
Group 4 Securicor Board	The board of directors of Group 4 Securicor following completion of the Merger
Group 4 Securicor Group/Group	Group 4 Securicor plc and its subsidiaries and associated undertakings
GSL	Global Solutions Limited and its subsidiaries and associated undertakings
High Court	The High Court of Justice in England and Wales
Listing Particulars	The document published today's date in relation to the admission to listing and trading of the shares of Group 4 Securicor on the London Stock Exchange and the Copenhagen Stock Exchange
Merger	The merger of Securicor and the security business of Group 4 Falck to be implemented through the Demerger, the Scheme of Arrangement, the Contribution and the Recommended Offer
Merger Agreement	The agreement dated 24 February 2004 between Group 4 Falck and Securicor relating to the Merger
Offer Period	The period during which the Recommended Offer can be accepted running from the date of this Recommended Offer Document and until 15 July 2004, 8 p.m. Danish time or at the expiration of such longer period to which Group 4 Securicor may extend the Recommended Offer
Official List	The Official List of the UKLA
Recommended Offer	The public share exchange offer for the Group 4 shares as set out in the Recommended Offer Document

Recommended Offer Document	This recommended offer document with appendices 1 and 2
Registrar of Companies	The Registrar of Companies in England and Wales
Remuneration Committee	The remuneration committee of Group 4 Securicor consisting of non-executive directors
Re-Organisation	The re-organisation of the business and assets of Group 4 Falck in preparation for the Demerger
Scheme of Arrangement	The Securicor scheme of arrangement pursuant to section 425 of the UK Companies Act
SDRT	UK Stamp Duty Reserve Tax
Securicor	Securicor plc
Securicor Board	The board of directors of Securicor
Trading Day	Any day on which the Copenhagen Stock Exchange is open for trading
UK	The United Kingdom of Great Britain and Northern Ireland
UK Companies Act	The UK Companies Act 1985 (as amended)
UKLA	The Financial Services Authority in its capacity as the competent authority for the purposes of Part VI of the UK Financial Services and Markets Act 2000 and in the exercise of its functions in respect of the admission to the Official List otherwise than in accordance with Part VI of the UK Financial Services and Markets Act 2000
US/United States	The United States of America, its territories and possessions, any state of the United States and the District of Columbia
US Securities Act	The United States Securities Act of 1933, as amended
USD	United States Dollars
VP	The Danish Clearing Centre (Værdipapircentralen A/S)

APPENDIX 1

STATEMENT AND RECOMMENDATION OF THE BOARD OF DIRECTORS OF GROUP 4 FALCK A/S AND THE DESIGNATED BOARD OF DIRECTORS OF GROUP 4 A/S

Statement of the board of directors of Group 4 Falck A/S ("Group 4 Falck") and the designated Board of Directors of Group 4 A/S ("Group 4" or the "Company") (jointly the "Board") in accordance with article 7 of the Danish Securities Council's Order No. 827 of 10 November 1999 regarding the share exchange offer dated 4 June 2004 made by Group 4 Securicor plc ("Group 4 Securicor") to the shareholders of Group 4 (the "Offer").

Today, Group 4 Securicor has submitted a share exchange offer to the shareholders of Group 4 to exchange their shares in Group 4 for shares in Group 4 Securicor. The Board unanimously recommends that the shareholders accept the Offer.

Background

On 24 February 2004 Group 4 Falck and Securicor plc ("Securicor") announced that they had reached agreement on the terms upon which Securicor and the security business of Group 4 Falck would merge to form Group 4 Securicor (the "Merger").

In conjunction with the Merger, Group 4 Falck will undertake a full statutory demerger (the "Demerger") to separate its security business from its Rescue & Safety business. Following completion of the Demerger Group 4 Falck's existing business will be held by two new Danish listed companies, Group 4 which will own the security business and Falck A/S, which will own the Rescue & Safety business and receive the net proceeds from the sale of its Global Solutions business announced on 26 May 2004.

As an integral part of the Merger, the shareholders of Group 4 are being offered to exchange each of their shares in Group 4 for 8.2 shares in Group 4 Securicor. The Merger and the Offer by Group 4 Securicor are conditional on, amongst other things, acceptances being received in respect of more than 90% of the share capital of Group 4. However, the required acceptance level may be reduced by either Group 4 Falck or Securicor to receipt of acceptances representing not less than 67% of the share capital of Group 4.

Assuming that the Offer is accepted in full at the time that the Merger becomes effective, former Group 4 Falck shareholders will own 57.5% of the issued share capital of Group 4 Securicor. The remaining 42.5% will be held by former Securicor shareholders.

Considerations

The Board believes that the Merger represents an attractive opportunity to create a focused global security services provider. Group 4 Securicor will be a leading global security company, which will be able to compete strongly for business in all of its key market sectors, maximise the opportunities from international customer relationships and provide a platform from which to grow in emerging markets.

Group 4 Securicor will be a leading international security services provider.

The objectives of the Group 4 Securicor are to:

- strengthen further its position in each of the manned security, security systems, cash services and justice services markets;
- become the first-choice provider for key users of integrated security services;
- continue to grow organically and through acquisition; and
- maximise shareholder returns.

Group 4 Securicor will aim to achieve these objectives through the following strategies:

- delivery of cost synergy targets while maintaining focus on day-to-day business performance;
- use of best business practices;
- further development of Group 4 Securicor's integrated security capability;
- expansion in higher growth countries; and
- strategic, value-enhancing acquisitions.

Group 4 Securicor will target overall organic growth in turnover of at least 6% per annum with a medium term EBITA margin target of at least 7%.

In manned security, turnover growth of at least 5% per annum in developed countries and at least 10% per annum in emerging markets will be targeted, and Group 4 Securicor aims to achieve a medium term EBITA margin for manned security of at least 6%.

Each of the security systems and cash businesses have turnover growth targets of at least 8% per annum and 15% per annum in the case of justice services. Each of those business sectors has a medium term EBITA margin target of at least 10%.

During recent years Group 4 Falck has increased its focus on security, and the proposed Merger will create a world leader in security services. The Board believes that the Demerger will allow the Rescue & Safety business to realise its full potential and maximise shareholder value.

The Demerger will secure full management focus on further developing the Rescue & Safety business and thereby strengthen its potential for future growth. Furthermore, the Demerger will highlight the investment case and potential of the Rescue & Safety business going forward.

The evaluation of the Board has also addressed certain possible disadvantages associated with the Merger, including

- the tax consequences of tendering shares in the Offer will depend on the circumstances of individual shareholders. In respect of Danish shareholders, a tax clearance has been obtained from the Danish tax authorities to the effect that the share exchange occurring as a result of completion of the Offer will be tax exempt for the Danish resident Group 4 shareholders. All shareholders are urged to examine the particular tax consequences for them of an acceptance of the Recommended Offer;
- the increased currency risk for Danish shareholders associated with holding shares with dividend and capital rights denominated in a foreign currency;
- the nationality of the company will change which may make it more difficult to participate in general meetings, may require filing of separate tax forms and may result in different rules and principles being applicable regarding the holding and trading in Group 4 Securicor shares;
- the risk factors as set out in Section 13 of the Offer document

In connection with its considerations, the Board has received a fairness opinion from UBS Limited, the financial adviser to Group 4 Falck, which considers the terms of the transaction to be fair and reasonable and in the best interests of Group 4 Falck. In giving its opinion UBS Limited has placed reliance on the Board's commercial assessment of the Merger.

Recommendation

The Board believes that the advantages of the Merger clearly outweigh the possible disadvantages associated with the Merger and that the Merger and the Offer are in the best interest of the shareholders and will be to the benefit of the customers and employees of Group 4 Falck and the Company. Accordingly, the Board unanimously recommends that the shareholders accept the Offer.

Copenhagen, 4 June 2004

Group 4 Falck A/S

Board of Directors:

Jørgen Philip-Sørensen
Chairman

Sir David Gore-Booth

Waldemar Schmidt

Harald Kortland
(employee representative)

Group 4 A/S

Designated Board of Directors:

Jørgen Philip-Sørensen
Chairman

Alf Duch-Pedersen
Deputy chairman

Jens Kampmann

Johnny Eikeland
(employee representative)

Palle Thistrup
(employee representative)

Henrik Brandt

Thorleif Krarup

Ketty Jordhøi
(employee representative)

Lars Nørby Johansen

**(OFFER ADVERTISEMENT) APPENDIX 2
RECOMMENDED SHARE EXCHANGE OFFER
TO THE SHAREHOLDERS OF GROUP 4 A/S**

(pursuant to the Securities Council's Order No. 827 of 10 November 1999)

Group 4 Securicor plc ("Group 4 Securicor"), incorporated under the laws of England and Wales, with registration no. 4992207, whose registered office is at Sutton Park House, 15 Carshalton Road, Sutton, Surrey SM1 4LD, United Kingdom, has today submitted a voluntary offer to the shareholders of Group 4 A/S, a company to be incorporated upon the demerger of Group 4 Falck A/S, CVR no. 24792110, in connection with an agreement entered into between the boards of Group 4 Falck A/S and Securicor plc seeking to merge the security business of Group 4 Falck A/S and Securicor plc.

The current corporate laws of Denmark and United Kingdom do not provide for the possibility of two companies from different countries to combine by way of the normal merger legislation and the merger of the security business of Group 4 Falck A/S and Securicor plc will therefore be effected through a series of corporate transactions of which this share exchange offer is an integral part.

Extract of the Terms and Conditions of the Share Exchange Offer:

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| Exchange Ratio: | The exchange ratio offered to the shareholders in Group 4 A/S is 8.2 newly issued shares in Group 4 Securicor of nominal GBP 0.25 for each share in Group 4 A/S of nominal DKK 5. |
| Exchange Offer Period: | The offer takes effect as of 4 June 2004 and expires on 15 July 2004 at 8 p.m. (Danish time) or at the expiration of such longer period, to which Group 4 Securicor may extend the offer. |
| New shares in Group 4 Securicor: | The Group 4 Securicor shares issued pursuant to the offer will entitle the holders to receive dividends that become payable to shareholders after the settlement date. The shares further entitle the holders to voting rights and other administrative rights from the time of registration in Group 4 Securicor's share register. The Group 4 Securicor shares issued pursuant to the offer will carry the same rights as all other existing shares of Group 4 Securicor. |
| Listing of new shares Group 4 Securicor shares on the London and Copenhagen Stock Exchanges: | Group 4 Securicor has applied for a primary listing on the London Stock Exchange and a secondary listing on the Copenhagen Stock Exchange, with an expected first day of trading on 20 July 2004. |
| Settlement: | <p>Group 4 Securicor expects to announce the number of acceptances tendered through the Copenhagen Stock Exchange at completion of the merger contemplated to occur on 19 July 2004. In connection therewith, an announcement will be made that either all conditions are satisfied or, where appropriate, waived and that the offer shall be completed, or alternatively that certain conditions have not been satisfied or waived, and that the offer will be withdrawn.</p> <p>For Danish resident Group 4 Falck A/S shareholders settlement will take place through the shareholders' own custodian banks. The Group 4 Securicor shares will be registered through the Danish Clearing Centre under a Danske Bank nominee arrangement.</p> <p>For non-Danish resident Group 4 Falck A/S shareholders settlement will take place either through:</p> <ul style="list-style-type: none">(i) the shareholder's CREST account or the CREST account of the shareholder's custodian bank if the shareholder has elected to hold the Group 4 Securicor shares through CREST; |

- (ii) the shareholder's own custodian bank if the shareholder has elected to hold the Group 4 Securicor shares through the Danish Clearing Centre under a Danske Bank nominee arrangement;
- (iii) the issue of a share certificate to the shareholder's registered address if the shareholder has elected to hold the Group 4 Securicor shares in certificated form or if the shareholder has failed to make any election as to how he wishes to hold the Group 4 Securicor shares.

Settlement is expected to take place on 22 July 2004 in relation to Group 4 Securicor shares to be registered through the Danish Clearing Centre and as soon as possible after 23 July 2004 for shares to be issued through CREST. In relation to shares to be issued in certificated form, share certificates will be dispatched by Group 4 Securicor, no later than 2 August 2004. Settlement for shares will take place against concurrent registration of Group 4 Securicor's title to the Group 4 A/S shares in the Danish Clearing Centre.

Conditions:

The offer is, amongst other things, subject to and conditional upon:

- (i) the valid acceptance of the offer by holders of more than 90% of the Group 4 A/S shares or such lower percentage as either Group 4 Falck A/S or Securicor plc may in its sole discretion require, provided that such percentage shall not be less than 67%;
- (ii) the sanction by the High Court in England and Wales of a Scheme of Arrangement of Securicor plc and the registration of the scheme court order with the Registrar of Companies in England and Wales;
- (iii) the approval of the conditional merger and the conditional demerger of Group 4 Falck A/S at Group 4 Falck A/S shareholder meeting(s) and passing of a resolution by the Group 4 Falck A/S board of directors upon satisfaction or waiver of the conditions for the merger and the demerger, declaring the demerger effective and filing this resolution with the Danish Commerce and Companies Agency;
- (iv) the receipt from the relevant competition authorities of all clearances as specified in a merger agreement entered into between Group 4 Falck A/S and Securicor plc, without (unless otherwise agreed by Group 4 Falck A/S and Securicor plc) the imposition by such competition authorities of any conditions;
- (v) the receipt from the relevant tax authorities of certain tax clearances; and
- (vi) the merger agreement not having been terminated in accordance with its terms.

Group 4 Securicor shall not be required to complete the offer or be considered to have acquired any Group 4 A/S shares until all of the conditions to the offer have been satisfied or, where appropriate, waived by Group 4 Falck A/S or Securicor plc, acting together.

Group 4 Falck A/S and Securicor plc, acting together, each reserve the right to waive one or more of the conditions precedent of the offer and maintain acceptances tendered and complete the offer even though one or more of the conditions precedent is not satisfied, in whole or in part.

Other terms:

Acceptances of the offer are binding and irrevocable for the shareholder, except as stated immediately below.

If a competing offer is submitted for all shares in Group 4 A/S or Group 4 Falck A/S, the shareholders in Group 4 A/S or Group 4 Falck A/S, as relevant, who have accepted the offer shall be entitled to withdraw their acceptance. To be valid, however, such notification of withdrawal must be submitted to Danske Bank no later than 5 Trading Days after the date of announcement of such competing offer.

Group 4 Securicor is entitled to withdraw the offer if one or more of the conditions precedent are not satisfied or if the merger agreement is terminated. Furthermore, the offer can be withdrawn by Group 4 Securicor, upon agreement between Group 4 Falck A/S and Securicor plc, if a competing offer is submitted for all shares in Group 4 A/S or Group 4 Falck A/S. Withdrawal of the offer will be announced through the Copenhagen Stock Exchange A/S.

This offer advertisement and the offer document with related acceptance form will be sent by ordinary mail to all registered shareholders of Group 4 Falck A/S except for shareholders resident in the United States, Canada, Japan, Australia and certain other jurisdictions.

The offer document will be available for inspection at Group 4 Falck A/S, Polititorvet, DK-1780 Copenhagen V, Denmark and will furthermore be available on the internet at www.group4falck.com.

Upon request to Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K, Phone: +45 4339 4969, Fax: +45 4339 4954, a copy of the offer document and the related acceptance form will be provided by ordinary mail.

The board of directors of Group 4 Falck A/S unanimously recommends the merger and the acceptance of the offer to their shareholders.

London, 4 June 2004
Group 4 Securicor plc