

RNS Offer Lapsed

## Lapse of Cash Offer for G4S plc

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### **Garda World Security Corporation**

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

### **Lapse of Cash Offer for G4S plc**

On 2 December 2020, GardaWorld published an offer document (the "**Increased Offer Document**") setting out the terms of its increased cash offer, made through its wholly-owned subsidiary Fleming, to acquire the entire issued and to be issued share capital of G4S plc ("**G4S**") (other than the G4S Shares already held by Fleming) (the "**Cash Offer**"). On 22 February 2021, GardaWorld announced that the Cash Offer was final and will not be revised.

As at 1.00 p.m. (London time) on 16 March 2021 (being the closing date of the Cash Offer), Fleming had received valid acceptances in respect of a total of 1,127,991 G4S Shares, representing approximately 0.07 per cent. of the issued share capital of G4S, which Fleming may count towards the satisfaction of the Acceptance Condition. So far as Fleming is aware, none of these acceptances have been received from persons acting in concert with Fleming.

In addition, Fleming holds in aggregate 24,065,190 G4S Shares, representing approximately 1.55 per cent. of G4S's issued share capital. Accordingly, Fleming either holds, or has received valid acceptances of its Cash Offer in respect of, a total of 25,193,181 G4S Shares, representing approximately 1.62 per cent. of G4S's issued share capital, which may count towards satisfaction of the Acceptance Condition. The percentage of G4S Shares referred to in this section is based upon a figure of 1,551,594,436 G4S Shares in issue.

As such, the Acceptance Condition has not been satisfied and the Cash Offer has now lapsed and is no longer capable of acceptance. Any G4S Shareholders who have accepted the Cash Offer cease to be bound by their acceptances.

In respect of G4S Shares held in certificated form, the First Form of Acceptance and/or Second Form of Acceptance (as applicable), share certificate(s) and/or other document(s) of title will be returned by post (or by such other method as may be approved by the Panel) within 14 days of the Cash Offer lapsing to the person or agent whose name and address (outside any Restricted Jurisdiction) is set out in the relevant box on the relevant Form of Acceptance or, if none is set out, to the first-named or sole holder at his or her registered address (provided that no such documents will be sent to an address in any Restricted Jurisdiction).

In respect of G4S Shares held in uncertificated form, Computershare, the Receiving Agent, will, immediately (or within such longer period as the Panel may permit, not exceeding 14 days after the lapsing of the Cash Offer), give instructions to Euroclear to transfer all G4S Shares held in escrow balances and in relation to which it is the escrow agent for the purposes of the Cash Offer to the original available balances of the G4S Shareholders concerned.

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

**- Ends -**

**For more information**

**GardaWorld**

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

**BC Partners**

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

**Montfort Communications**

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

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

Omar Faruqui  
Chad Parker  
Tom Macdonald

**UBS, as Joint Lead Financial Adviser to GardaWorld**

Jonathan Rowley  
Jonathan Retter  
Sandip Dhillon

**BofA Securities, as Joint Lead Financial Adviser to GardaWorld**

Eamon Brabazon  
Geoff Iles  
Justin Anstee

**Jefferies, as Financial Adviser to GardaWorld**

Daniel Frommelt  
Philip Noblet  
James Thomlinson

**Important Notices**

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

**Important notices relating to financial advisers**

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

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**Further information**

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

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

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

#### **Rounding**

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

#### **Publication on website and availability of hard copies**

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

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

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

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