

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker; bank manager; solicitor; accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

Notice is hereby given that the Annual General Meeting of G4S plc will be held at Ironmongers' Hall, Barbican, London EC2Y 8AA on Tuesday, 26 May 2009 at 2.00 pm.

Resolutions 1 to 9 will be proposed as ordinary resolutions. Resolutions 10 to 12 will be proposed as special resolutions.

1. To receive the financial statements of the Company for the year ended 31 December 2008 and the reports of the directors and auditor thereon.
2. To receive and approve the Directors' Remuneration Report contained in the annual report for the year ended 31 December 2008.
3. To confirm and declare dividends.
4. To re-elect Trevor Dighton, a director who is retiring by rotation.
5. To re-elect Thorleif Krarup, a director (and member of the Audit Committee) who is retiring by rotation.
6. To re-elect Mark Seligman, a director (and member of the Audit and Remuneration Committees) who is retiring by rotation.
7. To re-appoint KPMG Audit Plc as auditor of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the shareholders, and to authorise the directors to fix their remuneration.
8. That the directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the 1985 Act") to exercise all the powers of the Company to allot:
 - (i) relevant securities (within the meaning of section 80(2) of the 1985 Act) up to an aggregate nominal amount of £117,350,000; and
 - (ii) relevant securities comprising equity securities (within the meaning of section 94 of the 1985 Act) up to a further aggregate nominal amount of £117,350,000 provided that they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter;

provided that this authority shall expire on the date of the next Annual General Meeting of the Company, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired; and all unexpired authorities granted previously to the directors to allot relevant securities be and are hereby revoked.
9. That the authorised share capital of the Company be and is hereby increased from £500,000,000 to £587,500,000 by the creation of an additional 350,000,000 ordinary shares of 25p each.

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10. That the directors be and are hereby empowered, pursuant to section 95 of the 1985 Act, to allot equity securities (within the meaning of section 94 of the 1985 Act) for cash pursuant to the authority conferred by Resolution 8 above or by way of a sale of treasury shares as if section 89(1) of the 1985 Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (ii) of Resolution 8 above by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter; and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) to any person or persons of equity securities up to an aggregate nominal amount of £17,600,000;

and shall expire on the expiry of the general authority conferred by Resolution 8 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired; and all unexpired authorities granted previously to the directors under section 95 of the 1985 Act be and are hereby revoked.

11. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the 1985 Act) of ordinary shares of 25p each in the capital of the Company provided that:

- (i) the maximum number of shares which may be purchased is 140,000,000;
- (ii) the minimum price which may be paid for each share is 25p;
- (iii) the maximum price which may be paid for each share is an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
- (iv) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010 (except in relation to the purchase of shares the contract for which was entered into before the expiry of this authority and which might be executed wholly or partly after such expiry).

12. That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the board

Peter David
Secretary
31 March 2009

The Manor
Manor Royal
Crawley
West Sussex RH10 9UN
Company No. 4992207

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Notes

- (a) The Company's issued share capital as at the date of this Notice is 1,408,298,639 ordinary shares carrying one vote each.
- (b) **A member entitled to attend, speak and vote at this meeting may appoint one or more persons (who need not be members of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. Completion and submission of the proxy form will not preclude the member from attending and voting at the meeting or any adjournment thereof. If a member attends the meeting in person, the authority of the proxies will be terminated automatically. In order to be valid, forms appointing proxies must be deposited (together with any authorities under which they are executed or copies of the authorities certified notarially or in some other way approved by the directors) at the office of the Company's registrar by 2.00 pm on 24 May 2009.**
- (c) To have the right to attend and vote at the meeting (and also for the purposes of calculating how many votes a person may cast), a person must have his name entered on the register of ordinary shares by no later than 5.30 pm on 24 May 2009. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (d) A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 ("Nominated Persons"). The right to appoint a proxy cannot be exercised by a Nominated Person; it can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated Persons should contact the registered member by whom they were nominated in respect of these arrangements.
- (e) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.
- (f) By attending the meeting, a member expressly agrees that he is requesting and willing to receive any communications made at the meeting.
- (g) If the addressee of this notice has sold or transferred all of his shares in the Company, this notice should be passed to the person through whom the sale or transfer was effected so that it can be passed on to the purchaser or transferee.
- (h) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID number – RA10) by the latest time for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.