

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Group 4 Securicor plc will be held at Ironmongers' Hall, Barbican, London EC2Y 8AA on Thursday, 31 May 2007 at 2.00 pm.

Resolutions 1 to 8 will be proposed as ordinary resolutions. Resolutions 9 to 11 will be proposed as special resolutions.

1. To receive the financial statements of the Company for the year ended 31 December 2006 and the reports of the directors and auditor thereon.
2. To receive and approve the Directors' Remuneration Report contained in the financial statements for the year ended 31 December 2006.
3. To confirm and declare dividends.
4. To elect Mark Elliott (member of the Remuneration Committee) as a director.
5. To re-elect the directors who retire by rotation:
 - (a) Nick Buckles
 - (b) Lord Condon (member of the Remuneration and Nomination Committees)
 - (c) Alf Duch-Pedersen (member of the Nomination Committee)
6. 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.
7. That the directors be and are hereby authorised to make amendments to the Group 4 Securicor Performance Share Plan as detailed in the Directors' Remuneration Report on page 42 of the Company's 2006 Annual Report and Accounts.
8. That the directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £105,500,000 provided that the authority hereby given shall expire on 1 May 2012, 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 previously granted to the directors to allot relevant securities be and are hereby revoked.
9. That the directors be and are hereby granted, pursuant to section 95 of the Act, power to allot equity securities (as defined in section 94(2) of the Act) for cash as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to:
 - (i) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares on the register of members at such record dates 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) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date, 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 depositary receipts or any other matter whatever; 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 value of £15,995,000

and shall expire on 1 May 2012 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

Notice of Annual General Meeting (continued)

directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

10. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the 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 128,000,000;
 - (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 2008 (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).
11. That the name of the Company be changed to G4S plc.

By order of the board

Peter David
Secretary
30 March 2007

The Manor
Manor Royal
Crawley
West Sussex RH10 9UN

Notes

- (a) Every member entitled to attend and vote at the meeting may appoint another person as his proxy to attend and, on a poll, to vote thereat instead of him and such proxy need not be a member. Forms appointing proxies must be deposited at the office of the Company's registrar by 2.00pm on 29 May 2007. The appointment of a proxy will not prevent a member from attending and voting at the Annual General Meeting should he decide to do so.
- (b) 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 27 June 2006. 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.
- (c) By attending the meeting, a member expressly agrees that he is requesting and willing to receive any communications made at the meeting.
- (d) 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.
- (e) The marked-up rules of the Group 4 Securicor Performance Share Plan to show the proposed changes are available at the offices of Herbert Smith LLP, Exchange House, Primrose Street, London EC2Y 8AA for at least 15 minutes before and during the Annual General Meeting.