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7 May 2008

**Recommended cash offer
for
ArmorGroup International plc
by
G4S (March 2008) Limited
(a wholly-owned subsidiary of G4S plc)
Offer wholly unconditional**

On 20 March 2008, the boards of G4S plc ("G4S") and ArmorGroup International plc ("ArmorGroup") announced they had reached agreement on the terms of a recommended cash offer to be made by G4S (March 2008) Limited ("Bidco"), a wholly-owned subsidiary of G4S, to acquire the entire issued and to be issued share capital of ArmorGroup (the "Offer"). The Offer Document was posted to ArmorGroup Shareholders on 31 March 2008 and, on 22 April 2008, Bidco announced that the Offer had become unconditional as to acceptances.

The board of Bidco announces that the Offer is now unconditional in all respects. The Offer will remain open for acceptance until further notice.

As at 1.00 pm (London time) on 6 May 2008 Bidco had received valid acceptances of the Offer in respect of a total of 50,720,592 ArmorGroup Shares, representing approximately 94.93 per cent. of the existing issued ordinary share capital of ArmorGroup, the subject of the Offer. Bidco has received acceptances in respect of 1,231,049 ArmorGroup Shares (representing approximately 2.30 per cent. of ArmorGroup's existing issued ordinary share capital) which were subject to irrevocable undertakings procured by Bidco from the ArmorGroup Directors (and in the case of Noel Philp and Christopher Beese MBE, from the trustees of their beneficially held trusts). In addition, Bidco has received acceptances in respect of 30,058,645 ArmorGroup Shares (representing approximately 56.26 per cent. of ArmorGroup's existing issued ordinary share capital) which were subject to irrevocable undertakings procured by Bidco from certain other ArmorGroup Shareholders.

As Bidco has agreed to acquire issued ordinary share capital carrying 75 per cent. of the voting rights attached to ArmorGroup Shares, the board of Bidco confirms its intention, as soon as practicable and in accordance with the terms of the Offer Document, to procure the making of an application by ArmorGroup to the UKLA for the cancellation of the listing on the Official List and of admission to trading on the London Stock Exchange of ArmorGroup Shares. If this cancellation occurs, it will significantly reduce the liquidity and marketability of ArmorGroup Shares not assented to the Offer. It is anticipated that the cancellation of the listing on the Official List and of admission to trading on the London Stock Exchange of the ArmorGroup Shares will take effect on a date (not before 5 June 2008), which is at least 20 business days following the date of this announcement. Following this, it is also intended that ArmorGroup will be re-registered as a private company under the relevant provisions of the Act.

G4S plc
Registered Office:
The Manor, Manor Royal, Crawley
West Sussex RH10 9UN
Registered in England No. 4992207

Directors:
Alf Duch-Pedersen (Chairman)
Lord Condon QPM (Deputy Chairman)
Nick Buckles, (Chief Executive)
Trevor Dighton
Grahame Gibson
Mark Elliott
Thorleif Krarup
Bo Lerenius
Mark Seligman
Sir Malcolm Williamson
Secretary: Peter David



Having now received sufficient valid acceptances of the Offer, Bidco confirms that it intends to exercise its rights pursuant to the provisions of Chapter 3 of Part 28 of the Act to acquire compulsorily the remaining ArmorGroup Shares on the same terms as the Offer. Accordingly, Bidco will be posting in due course formal notices under section 979 of the Act to ArmorGroup Shareholders who have not accepted the Offer by that time.

Settlement of consideration due under the Offer in respect of valid acceptances received on or before today's date will be despatched by first class post (in the case of certificated holders) or credited to the relevant CREST account (in the case of uncertificated holders) on or before 21 May 2008. Settlement in respect of further valid acceptances will be despatched within 14 days of receipt of such acceptances.

Save as disclosed in this announcement, neither Bidco nor G4S, nor any person acting in concert with Bidco and/or G4S, had an interest in or had any rights to subscribe for any relevant securities of ArmorGroup nor had any short position or any arrangement in relation to any relevant securities of ArmorGroup. For these purposes, "arrangement" includes any agreement to sell or any delivery obligation or option arrangement or right to require another person to purchase or take delivery of any relevant securities of ArmorGroup and any borrowing or lending of any relevant securities of ArmorGroup which have not been on-lent or sold and any outstanding irrevocable undertaking with respect to any relevant securities of ArmorGroup.

Further Acceptance

Forms of Acceptance not yet returned should be completed and returned in accordance with the instructions set out in the Offer Document and in the Form of Acceptance so as to be received as soon as possible. Additional Forms of Acceptance are available from Capita Registrars by telephoning 0871 664 0321 from within the UK (or from outside the United Kingdom by telephoning +44 20 8639 3399) between 9.00 am and 5.00 pm (London time) Monday to Friday (except UK public holidays). If ArmorGroup Shares are held through CREST, acceptance should be made electronically so that the TTE instruction settles as soon as possible.

Save where defined in this announcement, terms defined in the Offer Document have the same meaning in this announcement.

Enquiries:

G4S

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About G4S plc

G4S is the world's leading international security solutions group, which specialises in assessing current and future risks and developing secure solutions to minimise their impact across a wide range of geographic markets and business sectors.



G4S is a major provider of risk management and protection to governments and major corporate customers around the world and is an expert in all aspects of local and international secure logistics.

G4S is the largest employer quoted on the London Stock Exchange and has a secondary stock exchange listing in Copenhagen. G4S has operations in over 110 countries and over 530,000 employees. For more information on G4S, visit www.g4s.com.

Greenhill, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for G4S and Bidco and no-one else in connection with the Offer and will not be responsible to anyone other than G4S or Bidco for providing the protections afforded to clients of Greenhill nor for providing advice in relation to the Offer, the content of this announcement, or any transaction, arrangement or matter referenced herein.

The G4S Directors and the Bidco Directors accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the G4S Directors and the Bidco Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This announcement is not intended to and does not constitute, or form any part of, an offer to sell or the solicitation of an offer to subscribe for or buy any securities, nor shall there be any sale, issue or transfer of the securities referred to in this announcement in any jurisdiction in contravention of any applicable law. The Offer is being made solely by means of the Offer Document and, in the case of certificated ArmorGroup Shares, the Form of Acceptance accompanying the Offer Document.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States and the District of Columbia). The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended. The Offer in the United States is made pursuant to an exemption from certain US tender offer rules provided by Rule 14(d)-1(c) under the U.S. Exchange Act of 1934, as amended (the "Exchange Act"), if available.

The availability of the Offer to ArmorGroup Shareholders who are citizens or residents of jurisdictions outside the United Kingdom may be affected by the laws of their relevant jurisdiction. Such persons should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction. If you remain in any doubt, you should consult your professional adviser in the relevant jurisdiction without delay.

Any acceptance or other response to the Offer should be made only on the basis of information referred to in the Offer Document.