

G4S FINANCE (BRAZIL) LIMITED (THE "COMPANY")
(COMPANY NUMBER. 07836174)

WRITTEN RESOLUTIONS of the sole Member of the Company pursuant to section 228 of the Companies Act 2006

The directors of the Company propose that the following written resolutions be passed by the Company as a special resolution in respect of resolution 1 and an ordinary resolution in respect of resolution 2

- 1 **THAT** the share capital of the Company be reduced from £73,100,000 comprising 73,100,000 ordinary shares of £1 00 each to £13,100,000 comprising 13,100,000 ordinary shares of £1 00 each through the cancellation of 60,000,000 existing ordinary shares of £1 00 each (the "Reduction of Capital"), such Reduction of Capital to take effect on the day on which a copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the Registrar of Companies in accordance with section 644(3) of the Companies Act 2006, and
- 2 **THAT** the directors of the Company be and hereby are authorised to do all acts and things which they may consider appropriate

The sole Member of the Company who is entitled to vote on the resolutions on the circulation date (that is the date on which a copy of the resolution was first sent to it, being the 5th of November 2014 (the "Circulation Date") should sign and date below to signify its agreement to the resolutions and return the signed document by hand or by post to The Manor, Manor Royal, Crawley, West Sussex, RH10 9UN

These resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the Circulation Date otherwise they will lapse

Circulation Date 5 November 2014

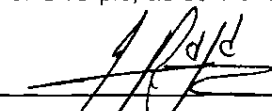
Agreed

Signed for and on behalf of G4S plc, as sole shareholder in G4S Finance (Brazil) Limited

Signature

Name and Surname

Date


Himanshu Raja
5 November 2014

WEDNESDAY



LD1

COMPANIES HOUSE

#141

G4S FINANCE (BRAZIL) LIMITED (THE "COMPANY")
(COMPANY NUMBER: 07836174)

PRINT OF WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006
PASSED ON 5 NOVEMBER 2014

The following written resolutions, having been duly proposed by the directors of the Company, were duly passed by the Company as a special resolution in respect of resolution 1 and an ordinary resolution in respect of resolution 2

SPECIAL RESOLUTION

- 1 THAT the share capital of the Company be reduced from £73,100,000 comprising 73,100,000 ordinary shares of £1 00 each to £13,100,000 comprising 13,100,000 ordinary shares of £1 00 each through the cancellation of 60,000,000 existing ordinary shares of £1 00 each (the "Reduction of Capital"), such Reduction of Capital to take effect on the day on which a copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the Registrar of Companies in accordance with section 644(3) of the Companies Act 2006, and

ORDINARY RESOLUTION

- 2 THAT the directors of the Company be and are hereby authorised to do all acts and things which they may consider appropriate to implement the foregoing

Signed for and on behalf of G4S Finance (Brazil) Limited

Signature

Name and Surname

Designation


Søren Lundsberg-Nielsen

Director