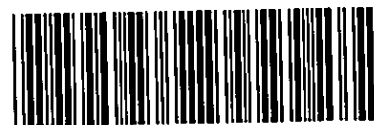


THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS OF G4S PLC

THURSDAY



PEP7CA8T

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28/05/2009

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COMPANIES HOUSE

Passed 26 May 2009

At the ANNUAL GENERAL MEETING of the above-named company, duly convened, and held at Ironmongers' Hall, Barbican, London EC2Y 8AA on 26 May 2009, the following Resolutions were duly passed:

As an ORDINARY RESOLUTION:

"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."

As SPECIAL RESOLUTIONS:

"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 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 depositary 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."

"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)."

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

A handwritten signature in black ink, appearing to read 'P. D. L.', is written over a horizontal line.

Secretary