

No.: 4992207

SATURDAY



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS OF G4S PLC

Passed 29 May 2008

At the ANNUAL GENERAL MEETING of the above-named company, duly convened, and held at Ironmongers' Hall, Barbican, London EC2Y 8AA on 29 May 2008, 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 relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £106,500,000 provided that the authority hereby given shall expire on the date of the Company's Annual General Meeting in 2009, 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 granted, pursuant to section 95 of the 1985 Act, power to allot equity securities (as defined in section 94(2) of the 1985 Act) for cash 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 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 £16,000,000,

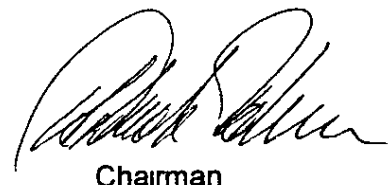
and shall expire on the date of the Company's Annual General Meeting in 2009 save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot 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 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 2009 (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 the Company's articles of association be amended with effect from 1 October 2008 in accordance with the contents of the document entitled "Amendments to Articles" (a copy of which has been produced to the meeting and initialed by the chairman for the purposes of identification) "



Chairman

G4S PLC

AMENDMENTS TO ARTICLES

The articles of G4S plc shall be amended with effect from 1 October 2008 as set out below

1. AMENDMENTS TO THE DEFINITIONS

- 1.1 The definition of the term "the Act" in article 1(1) be deleted and the following definition be inserted in substitution therefor

""the 1985 Act" means the Companies Act 1985 to the extent in force from time to time,"

- 1.2 The following definitions be inserted immediately after the definition of the term "the 1985 Act"

1 2 1 ""the 2006 Act" means the Companies Act 2006 to the extent in force from time to time," and

1 2 2 ""the Acts" means the 1985 Act and the 2006 Act,"

2. VARIATION OF RIGHTS

- 2 1 In article 18(b) the comma (",") after the words "if the directors so permit" be deleted

3. TRANSFER OF SHARES

- 3 1 At the end of article 37 the words "The transfer may not be in favour of more than four transferees " be inserted

- 3 2 At the end of article 38(2) the words ", and they may refuse to register any such transfer in favour of more than four transferees" be deleted

- 3 3 Article 40 be amended so as to insert

3 3 1 the words "as soon as practicable and in any event" after the words "they shall", and

3 3.2 the words "The directors shall send to the transferee such further information about the reasons for the refusal as the transferee may reasonably request " at the end of article 40

4. DISCLOSURE OF INTERESTS

- 4 1 In article 48(1) the words ", which expression includes any shares issued after the date of the section 212 notice in respect of those shares," be deleted



- 4.2 At the end of article 48(1)(b)(i)(A) the word "or" be deleted and the word "and" be inserted in substitution therefor

5. NOTICE OF GENERAL MEETINGS

- 5.1 Article 57 be amended so as to

5.1.1 delete the words "and an extraordinary general meeting called for the passing of a special resolution",

5.1.2 delete the words " All other" and insert the words "and an" in substitution therefor, and

5.1.3 delete the words "meetings" in the second sentence and insert the word "meeting" in substitution therefor

- 5.2 In article 60 the words ", as the case may be" be deleted

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 In article 70 the words "(including for this purpose two persons who are proxies or corporate representatives of the same member)" be inserted after the words "a corporation which is a member" and before the words "shall be a quorum"

- 6.2 In article 72 a hyphen ("-") be inserted between the words "deputy" and "chairman"


- 6.3 In Article 78 the words "A demand by a person as proxy for a member shall be the same as a demand by a member" be deleted

7. VOTES OF MEMBERS

- 7.1 Article 90 be deleted and the following article be inserted in substitution therefor

"On a poll votes may be given either personally or by proxy or (in the case of a corporate member) by a duly authorised representative. A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. The appointment of a proxy shall be deemed also to confer authority (in accordance with section 329 of the 2006 Act) to demand or join in demanding a poll. Delivery of an appointment of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it. A proxy need not be a member. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. References in these articles to an appointment of proxy include references to an appointment of multiple proxies. Where two or more valid appointments of proxy are received in respect of the same share in relation to the same meeting, the one which is last sent shall, unless otherwise specified in the notice convening the meeting, be treated as replacing and revoking the other or others. If the Company is unable to determine which is last sent, the one which is last received shall be so treated. If the Company is unable to determine either which is last sent or which is last received, none of such appointments shall be treated as valid in respect of that share."



- 7 2 In article 92 the word "a" before the word "proxy" be deleted
- 7 3 Article 93(b) be deleted and the following article be inserted in substitution therefor
"in the case of an appointment contained in an electronic communication, be received at the address specified in the notice convening the meeting, or in any instrument of proxy or any invitation to appoint a proxy issued by the Company in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment of proxy proposes to vote, or"
- 7 4 Article 93(c) be deleted and the following article be inserted in substitution therefor
"in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, be received as aforesaid not less than 24 hours (or such shorter time as the directors may determine) before the time appointed for taking the poll "
- 7 5 Article 93(d) be deleted
- 7 6 At the end of article 93 the words "and an" be deleted and the word "An" be inserted in substitution therefor
- 7 7 Article 97 be amended so as to
- 7 7 1 insert the words "appointments of proxy or" after the words "send or make available" in the first sentence and after the words "If for the purpose of any meeting" in the second sentence, and
- 7 7 2 insert the words "or the failure due to circumstances beyond the Company's control" after the words "The accidental omission" in the last sentence
- 7 8 Article 99 be deleted and the following article be inserted in substitution therefor
"Subject to the provisions of the Acts, any corporation (other than the Company itself) which is a member of the Company may, by resolution of its directors or other governing body, authorise a person or persons to act as its representative or representatives at any meeting of the Company, or at any separate meeting of the holders of any class of shares, and the corporation shall for the purposes of these articles be deemed to be present in person at any such meeting if a person or persons so authorised is present at it A director, the secretary or other person authorised for the purpose by the secretary may require such persons to produce a certified copy of the resolution of authorisation before permitting them to exercise their power "
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8. POWERS OF DIRECTORS

- 8 1 A hyphen ("-") be inserted in articles 112(3)(c) and (d) between the words "sub" and "paragraph"

9. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 9.1 In article 124 the words "under the Act" in the first sentence be deleted

10. DIRECTOR'S APPOINTMENTS AND INTERESTS

- 10 1 Article 127 be deleted and the previous article 128 be inserted in substitution therefor
- 10 2 The colons (":") after the words "notwithstanding his office" in the new article 127(1) and after the words "For the purposes in this article" in the new article 127(2) be deleted
- 10 3 At the end of the new article 127(1)(a) the word "and" be inserted and at the end of the new article 127(1)(b) the semicolon (";") be deleted and a full stop (".") be inserted in substitution therefor
- 10 4 The (c) in front of the new article 127(1)(c) be deleted so that the article becomes part of the main Article 127
- 10 5 The new article 127 (formerly 128(c)) be amended so as to
- 10 5 1 insert the words "(1) he" in front of the words "shall not", and
- 10 5 2 delete the word "and" in front of the words "no such transaction or arrangement" and insert the words "(1) he shall not infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of any such office or employment or any such transaction or arrangement or any interest in any such body corporate, and (11)" in substitution therefor
- 10 6 The colon (":") after the words "For the purposes of this article" in article 127(2) be deleted
- 10 7 A new article 127A as set out below be inserted after article 127
- "(1) The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law –
- (a) any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties), and
- (b) a director to accept or continue in any office, employment or position in addition to his office as a director of the Company and without prejudice to the generality of paragraph (1)(a) of this article may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,

provided that the authorisation is only effective if-

- a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and
 - b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted
- (2) If a matter, or office, employment or position, has been authorised by the directors in accordance with this article then (subject to such terms and conditions, if any, as the directors may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation or the permissions set out below) -
- (a) the director shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Company if to make such a disclosure would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment or position,
 - (b) the director may absent himself from discussions, whether in meetings of the directors or otherwise, and exclude himself from information, which will or may relate to that matter, or that office, employment or position, and
 - (c) a director shall not, by reason of his office as a director of the Company, be accountable to the Company for any benefit which he derives from any such matter, or from any such office, employment or position "

10 8 The following article be inserted in substitution for the old article 128

"The directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and, subject to the provisions of the Acts, any such appointment may be made for such term, at such remuneration and on such other conditions as the directors think fit Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company "

11. PROCEEDINGS OF DIRECTORS

11 1 In article 132 the words "and unless so fixed at any other number shall be two" be deleted and the words "If the quorum is not fixed by the directors, the quorum shall be two and for these purposes, the presence of a quorum shall be determined separately in relation to each matter or resolution to be considered or voted on at the meeting " be inserted in substitution therefor

11 2 In article 137(1) the words "Save as otherwise provided by" be deleted and the words "Subject to any other provision of" be inserted in substitution therefor

11 3 Article 137(1)(d) be deleted and the following article be inserted in substitution therefor

"the resolution relates to an arrangement for the benefit of the employees and directors and/or former employees and directors of the Company or any of its subsidiary undertakings, and/or the members of their families (including a spouse or civil partner and

a former spouse and former civil partner) or any person who is or was dependent on such persons, including but without being limited to a retirement benefits scheme and an employees' share scheme, which does not accord to any director any privilege or advantage not generally accorded to the employees and/or former employees to whom the arrangement relates,"

11 4 Article 137(1)(e) be deleted and the previous article 137(f) be inserted in substitution therefor In this new article 137(1)(e) "(i)" be inserted after the words "there shall be disregarded" The word ", and" after the words "no beneficial interest" be deleted and ", (ii)" be inserted in substitution therefor

11 5 At the end of article 137(1)(e) the right parenthesis (")" after the words "a unit holder" be deleted and the words "and (iii) any shares of that class held as treasury shares," be inserted at the end of the sentence

11 6 Article 137(g) becomes the new article 137(f)

11 7 Article 137(2) be deleted and the words of the previous article 137(3) be inserted in substitution therefor In this new article 137(2) the letter "(f)" after the words "by virtue of paragraph (1)" be deleted and letter "(e)" be inserted in substitution therefor

12. DIVIDENDS

12 1 In article 149 a hyphen ("-") be inserted between the words "non" and "preferred"

12 2 In article 152(2) a colon (":") be inserted after the words "in respect of a share if"

13. NOTICES ETC.

13 1 At the beginning of article 165 the word "Where" be deleted and the words "Subject to the Acts, where" be inserted in substitution therefor

13 2 At the beginning of article 166 the word "Any" be deleted and the words "Subject to the Acts, any" be inserted in substitution therefor



14. MISCELLANEOUS

- 14 1 The words "or extraordinary" in articles 60 and 77 be deleted
- 14 2 The words "an extraordinary" in articles 18(b) and 171 be deleted and the words "a special" be inserted in substitution therefor
- 14 3 The word "extraordinary" in article 122 be deleted and the word "special" be inserted in substitution therefor
- 14 4 The word "Act" in articles 1(3), 4, 6, 7, 8, 9, 18, 28, 33, 34, 50(c), 51, 52, 53, 58, 68, 78, 85, 102, 110, 112(2)(b), 112(6)(c), 122, 123(a), 127(1), 143, 145 146, 148(1), 149, 150, 157(2) (after the words "subject to the provisions of the"), 169, 171 and 172 (in the first sentence) be deleted and the word "Acts" inserted in substitution therefor
- 14 5 The number "1985" be inserted before the word "Act" in the definition of the term "the seal" in article 1(1), as well as, in articles 15, 112(1), 126 and 157(2) (after the words "within the meaning of section 743 of the")
- 14 6 The number "2006" be inserted before the word "Act" in the definition of the term "recognised person" in article 1(1), as well as, in articles 48(1), 48(3), 48(4), 48(5), 48(6), 48(7)(a), 48(7)(b), 48(7)(d)(i), 48(8), 164(2) and 172 (in the last sentence)
- 14 7 The number "212" in articles 48(1), 48(3), 48(4), 48(5), 48(6), 48(7)(a), 48(7)(b) and 164(2) be deleted and the number "793" be inserted in substitution therefor
- 14 8 The words "in Part XIII A" in article 48(7)(d)(i) be deleted and the words "of section 974" be inserted in substitution thereof
- 14 9 The number "216" in article 48(8) be deleted and the number "794" be inserted in substitution therefor
- 14 10 The number "185(4)" in the definition of the term "recognised person" in article 1(1) be deleted and the number "778" be inserted in substitution therefor
- 14 11 The number "309A" in article 172 be deleted and the number "256" be inserted in substitution therefor

