

No.: 4992207

COMPANY LIMITED BY SHARES

RESOLUTIONS OF G4S PLC

Passed 19 May 2011

SATURDAY



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21/05/2011

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COMPANIES HOUSE

At the ANNUAL GENERAL MEETING of the above-named company, duly convened, and held at Ironmongers' Hall, Barbican, London EC2Y 8AA on 19 May 2011, the following Resolutions were duly passed

As an ORDINARY RESOLUTION

"That the directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company

- (i) up to an aggregate nominal amount of £117,550,000, and
- (ii) comprising equity securities (as defined in section 560 of the Act) up to a further aggregate nominal amount of £117,550,000 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, record dates, shares represented by depositary receipts, legal or practical problems arising under the laws of any territory or the requirements of any relevant regulatory body or stock exchange 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 shares under section 551 of the Act shall cease to have effect at the conclusion of this Annual General Meeting (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date) "

As SPECIAL RESOLUTIONS

"That the directors be and are hereby empowered, pursuant to section 570 of the 2006 Act, subject to the passing of Resolution 15 above, to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 15 above as if section 561 of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to

- (i) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph (ii) of Resolution 15 above, by way of rights issue only) to or in favour of the holders of 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 shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record date(s), but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates, shares represented by depositary receipts, legal or practical problems arising under the laws of any territory or the requirements of any relevant regulatory body or stock exchange or any other matter, and

(ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities pursuant to the authority granted under Resolution 15(i) above, up to a maximum nominal amount of £17,632,000,

and shall expire on the expiry of the general authority conferred by Resolution 15 above unless previously renewed, varied or revoked by the Company in general meeting, 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, or treasury shares to be sold, after such expiry and the directors shall be entitled to allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired "

"That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act, to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 25p each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that

(i) the maximum number of such shares which may be purchased is 141,060,000,

(ii) the minimum price which may be paid for each such share is 25p (exclusive of all expenses),

(iii) the maximum price which may be paid for each such 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 (exclusive of expenses), and

(iv) this authority shall, unless previously revoked or varied, expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 (except in relation to the purchase of such 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, with immediate effect, the Company's Articles of Association be amended by deleting the words "an annual sum of £750,000" in Article 92(1) relating to the aggregate annual limit on the fees payable to directors who do not hold executive office and replacing them with the words "an annual sum of £1,000,000" "

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

Secretary