

THE GEO GROUP, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "Board") of The GEO Group, Inc. ("The GEO Group" or the "Corporation") has adopted these guidelines to promote the effective functioning of the Board and its committees.

1. Role of the Board

The business and affairs of The GEO Group are managed by or under the direction of its Board in accordance with Florida law. The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Corporation and its shareholders, and to perform their duties of care and loyalty. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Corporation's senior executives and its outside advisors and auditors, to the fullest extent permitted by law. The directors also shall be entitled to have the Corporation purchase reasonable directors' and officers' liability insurance on their behalf, with the benefits of: (i) indemnification to the fullest extent permitted by law and the Corporation's articles of incorporation, by-laws and any indemnification agreements; and (ii) limitation on liability to the Corporation as provided by state law and the Corporation's articles of incorporation.

The specific duties and responsibilities of the Board will include, among other things: (i) overseeing the management of the business and affairs of the Corporation; (ii) selecting and recommending to shareholders appropriate candidates for election to the Board; (iii) reviewing and, where appropriate, approving the business plans, major strategies and financial objectives of the Corporation; (iv) evaluating Board processes and performance and the overall effectiveness of the Board; evaluating the performance of the Corporation and of senior management; (v) requiring, approving and overseeing the implementation of the Corporation's succession plans; (vi) reviewing compliance with applicable laws and regulations and adopting policies of corporate conduct to assure compliance with applicable laws and regulations and to assure maintenance of necessary accounting, financial, and other controls; (vii) endeavoring to ensure that the Corporation maintains the highest possible standards of corporate governance; and (viii) showing, through its actions, its awareness that the Corporation's long-term success depends upon its strong relationship with its customers, associates, suppliers and the communities, including the global community, in which it operates.

2. Board Structure

Board Size. The size of the Board will provide for sufficient diversity among non-employee directors while also facilitating substantive discussions in which each director can participate meaningfully. The Board size will be within the limits prescribed by the Corporation's by-laws, which currently provide that the Board may have no fewer than three and no more than nineteen members.

Independent Directors. A majority of the Board will consist of directors whom the Board has determined to be independent. In general, an independent director must have no material relationship with the Corporation, directly or indirectly, except as a director.

Election of Directors. All directors will stand for election at the annual meeting of shareholders.

Chairman and CEO. The Board believes it is appropriate and efficient for the Corporation's Chief Executive Officer (CEO) also to serve as Chairman of the Board. However, the Board retains the authority to separate those functions if it deems such action appropriate in the future.

Term Limits. The Board believes that experience as a director of the Corporation is a valuable asset, especially in light of the size and scope of The GEO Group's operations. Therefore, directors are not subject to term limits except as a result of reaching the Board's mandatory retirement age.

Mandatory Retirement. No director may stand for election after reaching age 75, unless such requirement is waived by the Nominating and Corporate Governance Committee, on a case-by-case basis at the sole discretion of the Committee, in accordance with the Corporation's by-laws.

Other Directorships. Recognizing the substantial time commitment required of directors, it is expected that directors will serve on the boards of other public companies only to the extent that, in the judgment of the Board, such services do not detract from the directors' ability to devote the necessary time and attention to the Corporation. The Nominating and Corporate Governance Committee will periodically review all directors' service on the boards of other public companies.

3. Director Selection; Qualifications; Education

Director Candidates. The Board, acting on the recommendation of the Nominating and Corporate Governance Committee, will nominate a slate of director candidates for election at each annual meeting of shareholders and will elect directors to fill vacancies, including vacancies created as a result of any increase in the size of the Board, between annual meetings.

General Criteria for Nomination to the Board. Nominees for director will be selected on the basis of outstanding achievement in their personal careers, broad experience, wisdom, integrity, ability to make independent, analytical inquiries, understanding of the business environment, and willingness to devote adequate time to Board duties. The Board believes that each director should have a basic understanding of (i) the principal operational and financial objectives and plans and strategies of the Corporation, (ii) the results of operations and financial condition of the Corporation and of any significant subsidiaries or business segments, and (iii) the relative standing of the Corporation and its business segments in relation to its competitors. The Board is committed to diversified membership. The Board will not discriminate on the basis of race, color, national origin, gender, religion or disability in selecting nominees.

Orientation. New non-employee directors will receive a comprehensive orientation from appropriate executives regarding the Corporation's business and affairs.

Continuing Education. It is expected that the directors will use their respective best efforts to each periodically participate in a continuing education event (which may coincide with a regular Board meeting) addressing, among other things, current developments and best

practices in corporate governance. Reviews of aspects of the Corporation's operations will be presented by appropriate executives from time to time as part of the agenda of regular Board meetings.

4. Board Meetings

Number of Regular Meetings. The Board normally holds four regular meetings per year. Additional meetings may be scheduled as required.

Agenda and Briefing Material. An agenda for each Board meeting and briefing materials will, to the extent practicable in light of the timing of matters that require Board attention, be distributed to each director prior to each meeting. The Chairman will normally set the agenda for Board meetings. Any director may request the inclusion of specific items.

Meeting Attendance. It is expected that each director will make every effort to attend each Board meeting and each meeting of any committee on which he or she sits. Attendance in person is preferred but attendance by teleconference is permitted if necessary.

Director Preparedness. Each director should be familiar with the agenda for each meeting, have carefully reviewed all other materials distributed in advance of the meeting, and be prepared to participate meaningfully in the meeting and to discuss all scheduled items of business.

Confidentiality. The proceedings and deliberations of the Board and its committees are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

5. Non-employee Director Executive Sessions

Executive sessions of the non-employee directors will be held following the meetings of the full Board at least twice every year. The Chair of the Nominating and Corporate Governance Committee will preside at the executive sessions, unless the non-employee directors select another presider for a particular session. Any non-employee director may raise issues for discussion at an executive session. The non-employee directors will maintain such records of executive sessions as they deem appropriate.

6. Board Self-evaluation

At least annually, the Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Corporation and specifically focus on areas in which the Board or management believes that the Board could improve.

7. Committees

Committees. The Board has eight standing committees: the Executive Committee; the Audit Committee; the Nominating and Corporate Governance Committee; the Compensation Committee; the Operations and Oversight Committee; the Corporate Planning Committee; the Independent Committee and the Legal Steering Committee. The Board may establish additional committees as necessary or appropriate.

Committee Composition. The Nominating and Corporate Governance Committee, the Audit Committee, the Compensation Committee and the Independent Committee will consist solely of independent directors. With the exception of the Executive Committee where the Chairman of the Board will also be the Chair, the Nominating and Corporate Governance Committee will recommend committee Chairs to the full Board for approval.

Committee Charters. The Nominating and Corporate Governance Committee, the Audit Committee, and the Compensation Committee will each have their own charters. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance. Charters will be adopted by the Board based on the recommendation of the applicable committee.

Committee Assignments and Rotation. Membership of each committee will be determined by the Board after receiving the recommendation of the Nominating and Corporate Governance Committee. Consideration will be given to rotating committee memberships from time to time.

Committee Self-evaluation. At least annually, each of the Board, the Nominating and Corporate Governance Committee, the Audit Committee and the Compensation Committee will conduct an evaluation of its performance and effectiveness and will consider whether any changes to the committee's charter are appropriate.

Committee Reports. The Chair of each Board committee will report to the full Board on the activities of his or her committee, including the results of the committee's self-evaluation and any recommended changes to the committee's charter.

8. CEO Performance Review

At least annually, the non-employee directors will, in conjunction with the Compensation Committee, review the performance of the CEO in light of the Corporation's goals and objectives.

9. Succession Planning

The Board has previously adopted a succession plan for the CEO of the Corporation (the "Succession Plan"). The Board will periodically review the Succession Plan and ensure that it continues to adequately address both the succession in the ordinary course of business and the contingency planning in case of unexpected events.

10. Board Resources

Access to Employees. Non-employee directors will have full access to senior management of the Corporation and other employees upon request to discuss the business and affairs of the Corporation. The Board expects that there will be regular opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

Authority to Retain Advisors. It is normally expected that information regarding the Corporation's business and affairs will be provided to the Board by the Corporation's management and staff and by the Corporation's independent auditors. However, the Board and each committee has the authority to retain such outside advisors, including accountants, legal counsel, or other experts, as it deems appropriate. The fees and expenses of any such advisors will be paid by the Corporation.

11. Code of Conduct and Ethics

The Corporation has adopted comprehensive standards of business conduct and ethics. Each director is expected to be familiar with and to follow these policies. In addition, directors must avoid any conflict between their own interests and the interests of the Corporation in dealing with suppliers, customers, and other third parties, and in the conduct of their personal affairs, including transactions in securities of the Corporation, any affiliate, or any non-affiliated organization.

The Nominating and Corporate Governance Committee will review any allegation that an executive officer or director may have violated the Corporation's code of business conduct and ethics and will report its findings to the full Board.

12. Non-employee Director Compensation

Compensation for non-employee directors will be determined by the Board upon the recommendation of the Compensation Committee and will be reviewed periodically. Non-employee director compensation will be set at a level that is consistent with market practice, taking into account the size and scope of the Corporation's business and the responsibilities of its directors. A substantial portion of the compensation paid to non-employee directors for service on the Board may be equity-based, including stock or stock options of the Corporation.

13. Shareholder Matters

Voting Rights. Each share of the Corporation's common stock is entitled to one vote. The GEO Group's charter and by-laws will not impose voting requirements for actions by holders of its common stock higher than the minimum requirements of Florida law and will not restrict the ability of shareholders to act by written consent.

Confidential Voting. In accordance with the resolution previously adopted by shareholders with the recommendation of the Board, a shareholder's vote will be counted by independent inspectors and will be kept confidential from management unless special

circumstances exist. For example, proxy cards will be forwarded to the Corporation for appropriate response if a shareholder writes comments on the card.

Ratification of Auditors. The Corporation may submit the appointment of independent auditors for ratification by the shareholders at each annual meeting. However, the retention and termination of the Corporation's independent auditors are made at the sole discretion of the Audit Committee. As a result, the Corporation's independent auditors may be appointed even if they are not ratified by the shareholders.

Shareholder Proposals Receiving Majority Approval. If a shareholder proposal that is not supported by the Board receives a majority of the votes cast at a meeting at which a quorum is present, the proposal will be reconsidered by the Board. Action taken on the proposal will be reported in the next annual proxy statement.

14. Rights of the Shareholders

Our shareholders are also entitled to certain rights, many of which are mandated by the Securities and Exchange Commission, the New York Stock Exchange and federal and state laws and regulations. In addition to those rights, we recognize the following rights of our shareholders:

Management of the Corporation. Management of the Corporation must be ethical, strive to uphold the highest standards of business practice and act in the long-term interests of the Corporation and its shareholders.

Access to Management. Subject to reasonable constraints of time and topics and the rules of order, shareholders are allowed to direct comments to or ask questions of the Chairman and Chief Executive Officer during the annual meeting of the shareholders.

Communication with Directors. Shareholders, employees and others may contact any of our directors by writing to them c/o The GEO Group, Inc., One Park Place, Suite 700, 621 NW 53rd Street, Boca Raton, Florida 33487, USA, Attn: Secretary. Employees and others who wish to contact the Board (or any member of the Audit Committee) to report any complaint or concern with respect to accounting, internal accounting controls, auditing matters or corporate governance may do so by using the procedures set forth in our Corporation's policy on Reporting Complaints Regarding Accounting or Auditing Matters which is publicly available on the Corporation's website at www.geogroup.com.

15. Corporate Governance Guidelines Revision

The Nominating and Corporate Governance Committee and the Board will review and revise these Corporate Governance Guidelines and related documents as and when they deem appropriate.