

**THE GEO GROUP, INC.**  
**COMPENSATION COMMITTEE CHARTER**

The Compensation Committee (the "Committee") is a committee of the Board of Directors (the "Board") of The GEO Group, Inc. (the "Company"). The primary function of the Committee is to assist the Board in fulfilling its oversight responsibilities by performing the duties described in this Compensation Committee Charter.

**DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

**Compensation of Directors**

1. Review on a periodic basis an independent analysis of director compensation practices at other U.S. public companies of comparable size and scope to the Company (the "Periodic Review").
2. Suggest changes in director compensation to the Board, if appropriate, on the basis of the Periodic Review, while endeavoring to maintain the Company's director compensation program so that it attracts and retains Directors who have the talent and experience necessary to advance the Company's long-term interests, with the general objective of providing Directors with compensation that is customary in comparison to practices at similar companies. The Company's director compensation program should also include appropriate compensation for committee Chairs and members, in light of their additional commitment and contribution to the Company and the Board.

**Compensation of Officers and Employees**

3. Establish the Company's executive compensation philosophy.
4. Review and approve the compensation of all corporate officers of the Company, including salaries, bonuses, stock option grants and other forms of compensation.
5. Review the general compensation structure for the corporate and key field employees of the Company.
6. Establish annual and long-term performance goals relevant to the compensation of the Chief Executive Officer (the "CEO"), meet annually with the CEO to receive his recommendations concerning those goals, evaluate the CEO's performance in light of those goals, and, either as a Committee or together with the other independent members of the Board (as determined by the Board), determine and approve the CEO's compensation level based on this evaluation. In determining

the long-term incentive component of CEO compensation, the Committee should consider, among any other factors it deems relevant:

- the Company's performance and relative shareholder return;
  - the value of similar incentive awards to CEOs at comparable companies; and
  - the awards given to the CEO in past years.
7. Establish annual and long-term performance goals relevant to the compensation of the other senior executive officers of the Company, evaluate the performance of such senior executive officers in light of those goals and, either as a Committee or together with the other independent members of the Board (as determined by the Board), determine and approve the compensation level of such other senior executive officers based on this evaluation.
  8. Review and approve the terms of employment agreements with the Company's officers.
  9. Review and approve severance policies and programs applicable to corporate officers and the terms of any severance agreements or arrangements with corporate officers.

#### **Succession and Management Development**

10. Review the Company's program for succession and management development, and report to the Board its recommendations with respect thereto.

#### **Other Matters**

11. Review the Company's incentive-based compensation and equity-based plans and make recommendations to the Board with respect thereto.
12. Review and discuss with management the Company's disclosures under "Compensation Discussion and Analysis" (the "CD&A") as required by the Securities and Exchange Commission pursuant to Item 402(b) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the "Act"), and based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's proxy statement or other applicable filing pursuant to the Act.
13. Prepare an annual report to be furnished in the proxy statement stating whether the Committee has reviewed and discussed the CD&A with management and recommended that the CD&A be included in the Company's proxy statement or other applicable filing pursuant to the Act.

14. Address or take action with respect to any other matter specifically delegated to the Committee from time to time by the Board of Directors.

### **MEMBERSHIP**

15. The Committee shall be comprised of at least three members designated by the Board. The Board shall designate one member as the Committee Chair, based on the recommendation of the Corporate Governance Committee. Committee members may be removed by the Board.
16. The Committee must be comprised of members that meet the independence requirements of applicable laws (including the Act and the rules promulgated thereunder) and the listing standards of the New York Stock Exchange (the "NYSE").

### **MEETINGS AND PROCEDURES**

17. The Committee may fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter.
18. The Chair or a majority of the members of the Committee may call meetings of the Committee upon such notice as is required for special Board meetings in accordance with the Company's bylaws. The Committee may meet by telephone conference call or by any other means permitted by law or the Company's bylaws.
19. A majority of the members of the Committee shall constitute a quorum.
20. The Chair of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board as contemplated below.
21. The Committee may request that any Directors, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.
22. The Chair of the Committee (or other member designated by the Chair or the Committee in the Chair's absence) shall report to the full Board, at the request of the Board, with respect to those matters considered and acted upon by the Committee.
23. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

24. The Committee may delegate certain of its responsibilities to other committees of the Board provided that such committees are comprised solely of members of the Board that meet the independence requirements of applicable law (including the Act and the rules promulgated thereunder) and the NYSE listing standards.

#### **PERFORMANCE EVALUATION**

25. The Committee shall conduct a self-evaluation of its performance annually.
26. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope.
27. In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of the meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.
28. The Committee shall present to the Board the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies and procedures.

#### **OUTSIDE ADVISORS**

29. The Committee may retain compensation consultants, outside counsel and any other advisors, at the Company's expense, as the Committee determines appropriate or advisable to carry out its duties. If the Committee decides to retain a compensation consultant, the Committee shall have sole authority with respect to the terms of such retention, including the termination of such compensation consultant and the fees to be paid to such compensation consultant. Additionally, the Committee shall have the authority to call upon the appropriate corporate staff for assistance in the conduct of its responsibilities.
30. The Company shall provide appropriate funding, as determined by the Committee, for compensation to any compensation consultants or other advisors that the Committee chooses to engage. The Company shall also pay for any ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.