

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.

The CEO's compensation will be recommended by the Chairman of the Committee. The CEO will not make a recommendation to the Chairman of the Committee on his own compensation.

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.

Say on Pay

10. Consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") as required by Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation and recommend to the Board any adjustments to the Company's compensation philosophy, policies or practices.
11. Review and recommend to the Board for approval the frequency with which the Company will conduct the Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of the Say on Pay Vote required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

Succession and Management Development

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

Risk Management

13. Annually review the Company's compensation policies and practices and assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company.

Other Matters

14. Review the Company's incentive-based compensation and equity-based plans and make recommendations to the Board with respect thereto.
15. 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, 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. As part of this review, the Committee should consider the results of the most recent Say on Pay Vote.
16. 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.
17. Develop, approve and oversee the Company's stock ownership guidelines for the Company's executives.
18. 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

19. 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.
20. 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") and are "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986.

MEETINGS AND PROCEDURES

21. The Committee may fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter.
22. 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.

23. A majority of the members of the Committee shall constitute a quorum.
24. 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.
25. 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.
26. 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.
27. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.
28. 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 securities laws and the rules promulgated thereunder) and the NYSE listing standards.

PERFORMANCE EVALUATION

29. The Committee shall conduct a self-evaluation of its performance annually.
30. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope.
31. 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.
32. 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

33. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor after considering all factors relevant to the advisor's independence, including the factors specified by applicable

NYSE listing standards. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or other advisor retained by the Committee.

34. The Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other advisor retained by the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.