

**TERMS OF REFERENCE FOR THE CORPORATE SOCIAL RESPONSIBILITY
COMMITTEE**

1. CONSTITUTION

The Committee has been established by resolution of the board of directors of the Company (the “**Board**”) and is to be known as the Corporate Social Responsibility (or CSR) Committee.

2. MEMBERSHIP

2.1 The members of the CSR Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of at least three members, all of whom are independent non-executive directors.

2.2 The Board shall appoint a chairman of the CSR Committee (the “**Chairman**”) and shall decide his or her period of office. The Chairman shall be an independent non-executive director.

2.4 The Board shall regularly review the membership of the CSR Committee to ensure that membership is refreshed and undue reliance is not placed on particular individuals as regards membership of the CSR Committee and other Board committees.

2.5 The CSR Committee may invite the chairman and the chief executive of the Company or any other person to advise and/or to join meetings of the CSR Committee when required notwithstanding that they are not members of the CSR Committee.

3. QUORUM

A quorum shall be two members. A duly convened meeting of the CSR Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the CSR Committee.

4. ATTENDANCE AT MEETINGS

4.1 No one other than the CSR Committee Chairman and other members is entitled to be present or vote at a meeting of the CSR Committee.

4.2 The chairman of the Company, chief executive, chief operating officer, group HR director, group communications director and head of group internal audit and any other member of senior management may be called upon or shall be able to speak at any meeting of the CSR Committee by prior arrangement with the Chairman.

5. SECRETARY

The Company Secretary or his or her deputy shall act as the secretary of the CSR Committee and shall keep a record of the membership of and the dates of any changes to the membership of the CSR Committee.

6. FREQUENCY OF MEETINGS

6.1 Meetings shall be held at such times as the CSR Committee deems appropriate, and in any event shall be held not less than [twice/three times] a year.

7. PROCEEDINGS

7.1 Unless varied by these terms of reference, meetings and proceedings of the CSR Committee will be governed by the Company's articles of association regulating the meetings and proceedings of directors.

7.2 Meetings of the CSR Committee shall be summoned by the Secretary of the CSR Committee at the request of the Chairman or any member thereof.

7.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be sent to each member of the CSR Committee and any other person required to attend not later than 48 hours prior to the date of the meeting.

7.4 The Secretary to the CSR Committee shall record the proceedings and resolutions of meetings of the CSR Committee and shall circulate the minutes of such meetings to all members of the CSR Committee, the chairman of the Company and the chief executive and, if the Chairman so decides, to all members of the Board.

7.5 In the absence of the CSR Committee Chairman and/or an appointed deputy, those members present shall elect one of their number to chair the meeting.

8. AUTHORITY

8.1 The CSR Committee is authorised by the Board at the expense of the Company to investigate any matter within its terms of reference. It is authorised to seek any information that it requires from any employee in order to perform its duties and all employees are directed to cooperate with any requests made by the CSR Committee.

8.2 The CSR Committee is authorised by the Board at the expense of the Company to obtain external professional advice and to secure the attendance of third

parties with relevant experience and expertise at meetings of the CSR Committee if it considers this necessary.

- 8.3 These terms of reference may be amended from time to time as required, subject to approval by the Board.

9. DUTIES

- 9.1 The responsibilities of the CSR Committee shall be to:

9.1.1 review, agree and establish the Company's CSR strategy to ensure that it remains an integral part of the G4S group's (the **Group**) strategy and its implementation in practice and that the Company's social, environmental and economic activities are aligned with each other.

9.1.2 develop and recommend for acceptance by the Board, policies on all aspects of CSR including employment issues, health & safety, human rights, workforce diversity & inclusion, the environment, community & social investment, compliance with ethical trading & business practices and other CSR-related matters as may be determined by the CSR Committee from time to time.

9.1.3 receive reports and review activities from executive and specialist groups managing CSR matters across the Group's operations.

9.1.4 monitor compliance with the CSR policies throughout the Group and to review performance against agreed targets.

9.1.5 review the integration of CSR processes with the Group's broader business risk management programme and reputation management priorities.

9.1.6 develop and encourage effective two-way communication concerning CSR issues within the business.

9.1.7 ensure CSR-related issues are considered during acquisition due diligence and that a process exists to provide feedback to the Group Capex Committee.

9.1.8 review best practice in key CSR areas by appropriate external reports and by benchmarking where possible.

9.1.9 consider other topics, as referred to it by the Board.

10. REPORTING PROCEDURES

- 10.1 The CSR Committee shall:

10.1.1 report to the Board on its proceedings after each meeting on all matters within the scope of its duties and responsibilities.

10.1.2 make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is required.

10.1.3 report on its responsibilities and activities during the year in a CSR Report to be published at the same time as the Company's annual report and accounts.

11. ANNUAL GENERAL MEETING

The Chairman of the CSR Committee shall be available at the Annual General Meeting to answer questions on the CSR Committee's activities and its responsibilities. He or she should also ensure that the Company maintains good contact with shareholders about CSR matters in the same way as for other matters.

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