

THE GEO GROUP, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

ADOPTED ON FEBRUARY 4, 2004

EFFECTIVE APRIL 5, 2004

The Nominating and Corporate Governance 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 Corporate Governance Committee Charter.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

Corporate Governance Guidelines and Code of Business Conduct and Ethics

1. Develop and recommend to the Board corporate governance guidelines for the Company (the "Guidelines"). Thereafter, review annually, or more frequently as appropriate, the corporate governance principles and practices set forth in the Guidelines, in comparison to the governance standards identified by leading governance authorities and the evolving needs of the Company, and make recommendations to the Board with respect to any appropriate amendments to the Guidelines.
2. Evaluate annually compliance with the Guidelines by the Company, the Board and management.
3. Consider other corporate governance issues that arise from time to time, and advise the Board with respect to such corporate governance issues.
4. Periodically review the Company's Code of Business Conduct and Ethics (the "Code") for directors, officers and employees, and to approve amendments to the Code to the extent deemed appropriate by the Committee.

Assess Board Membership Needs and Composition and Recommend Nominees

5. Assess from time to time the appropriate balance of skills and characteristics required of Board members.
6. Identify candidates qualified to become members of the Board and select, or recommend that the full Board select, such candidates for nomination and/or appointment to the Board. Nominees for Director shall be selected on the basis of, among other things, broad experience, wisdom, integrity, ability to make independent analytical inquiries, understanding of the Company's business, and

willingness and ability to devote adequate time to Board duties, all in the context of the needs of the Board at that point in time as assessed by the Committee and with the objective of ensuring diversity in the background, experience and viewpoints of Board members.

7. Review Board candidates recommended by shareholders.
8. In conjunction with the Chairman of the Board, formally review each Director's continuation on the Board every five years so that, among other things, each Director has the opportunity to conveniently confirm his/her desire to continue as a member of the Board.
9. Review the circumstances of any Director who retires or changes from the position he or she holds and make a recommendation to the Board as to the continued appropriateness of Board membership by such Director.
10. After consultation with the Chairman and CEO, recommend to the Board for approval all assignments of committee members, including designations of the chairs of the committees.
11. Assist the Board in determining and monitoring whether or not each Director and prospective director is an "independent director" within the meaning of any rules and laws applicable to the Company.
12. Review and monitor the size and composition of the Board to ensure that a substantial majority of directors are independent directors.

Evaluation of the Board

13. Establish the evaluation criteria for the annual Board self-evaluation, including the criteria for determining whether the Board and Board committees are functioning effectively, and implement the process for annual evaluations.

Other Matters

14. Recommend that the Board establish such special committees as may be necessary, appropriate or advisable to address ethical, legal or other matters that may arise.
15. Address or take action with respect to any other matter specifically delegated to the Committee from time to time by the Board.

MEMBERSHIP

16. The Committee shall be comprised of at least three members designated by the Board. The Committee shall recommend, and the Board shall designate, one member of the Committee as Chair. Committee members may be removed by the Board.

17. The Committee must be comprised of members that meet the independence requirements of applicable laws (including the Securities Exchange Act of 1934, as amended (the "Act") and the rules promulgated thereunder) and the listing standards of the New York Stock Exchange (the "NYSE").

MEETINGS AND PROCEDURES

18. The Committee may fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter.
19. 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.
20. A majority of the members of the Committee shall constitute a quorum.
21. 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.
22. The Committee may request that any Director, 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.
23. 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.
24. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.
25. 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

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

28. 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 meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.
29. 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

30. The Committee may retain a search firm to identify director candidates, outside counsel and any such 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 search firm to identify director candidates, the Committee shall have sole authority with respect to the terms of such retention, including the termination of such search firm and the fees to be paid to such search firm. Additionally, the Committee shall have the authority to call upon the appropriate corporate staff for assistance in the conduct of its responsibilities.
31. The Company shall provide appropriate funding, as determined by the Committee, for compensation to any search firm 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.