

The Companies Acts 1985 and 1989  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF

SATURDAY



G4S CARE AND JUSTICE SERVICES (UK) LIMITED  
(as amended 30<sup>th</sup> October 1991)  
(as amended 1<sup>st</sup> June 2005)  
(as amended 17<sup>th</sup> March 2009)

1. The name of the Company is "G4S Care and Justice Services Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
  - (A) To carry on business as a general commercial company (as defined by Section 3A of the Companies Act 1985) and without prejudice to the generality of the foregoing
  - (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, machinery, plant, stock-in-trade, rights, licences, secret processes, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof
  - (C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to, assist in or subsidise the erection, construction and maintenance of any of the same.

By special resolution passed on 30<sup>th</sup> October 1991, the name of the Company was changed from Chaseman Security Limited to Securicor Custodial Services Limited. By special resolution passed on 1<sup>st</sup> June 2005, the name of the Company was changed from Securicor Custodial Services Limited to G4S Justice Services Limited. By special resolution passed on the 17<sup>th</sup> March 2009, the name of the Company was changed from G4S Justice Services Limited to G4S Care and Justice Services Limited.

- (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and to become a member of any building society.
- (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, including all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (F) To make advances to customers and others with or without security, and upon such terms as the Company may approve; to guarantee (with or without giving security therefor) the liabilities, obligations and contracts of customers and other persons or corporations having dealings with or associated with or holding or subsidiary companies of the Company, and the dividends, interest and capital of the shares, stocks or securities of any such company or company in which this Company owns shares (whether directly or indirectly) or is otherwise interested.
- (G) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- (H) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or their wives, husbands, widows, widowers, families and dependants; to effect and make payments for or towards insurance for the benefit of any of such persons or of the Company itself; to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, clubs or other establishment or benefit funds or profit-sharing scheme calculated to advance the interests of the Company or of the officers or persons employed by the Company.
- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

- (J) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in such manner as may from time to time be determined.
- (K) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company incorporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures, debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (M) To amalgamate with or enter into any partnership, joint venture company, consortium or arrangement for sharing profits, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business whatsoever and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such partnership, company or consortium.
- (N) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on, or the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (O) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (P) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Q) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.
- (R) To carry on any other trade or business which in the opinion of the Board of Directors can be advantageous to the Company.

AND it is hereby declared that the objects specified in the foregoing paragraphs of this Clause shall be construed as independent and separate objects and not be limited by reference to any other paragraph hereof or to the name of the Company nor shall any of them be deemed to be merely subsidiary to the objects contained in any other paragraph hereof.

4. The liability of the members is limited.

5. The share capital of the Company is <sup>£20,000,000</sup> ~~£100,000~~ divided into ~~100,000~~ shares of £1 each.

<sup>20,000,000</sup>