



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

January 6, 2026

Esther L. Moreno  
Akerman LLP

Re: The GEO Group, Inc. (the "Company")  
Incoming Letter dated December 30, 2025

Dear Esther L. Moreno:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the USA East Province of the Society of Jesus et al. for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

You represent that the Company has a reasonable basis to exclude the Proposal. Based solely on that representation, we will not object if the Company excludes the Proposal from its proxy materials.

Copies of all of the correspondence on which this response is based will be made available on our website.

Sincerely,

Division of Corporation Finance  
Office of Chief Counsel

cc: Rev. Bryan V. Pham  
The USA East Province of the Society of Jesus



Esther L. Moreno

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December 30, 2025

**Via Staff Online Portal**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: The GEO Group, Inc.  
Shareholder Proposal Submitted by the USA East Province of the Society of  
Jesus as Lead Filer and the Co-Filers named herein**

Ladies and Gentlemen:

This letter is submitted on behalf of The GEO Group, Inc., a Florida corporation (the “Company” or “GEO”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934 (the “Exchange Act”). The Company has received a shareholder proposal (the “Proposal”) from the USA East Province of the Society of Jesus as the lead filer (the “Lead Filer”) and the following co-filers: (i) Christian Brothers Investment Services, Inc.; (ii) Providence St. Joseph Health; (iii) Congregation of St. Joseph; (iv) Daughters of Charity; (v) USA Central and Southern Province of the Society of Jesus; (vi) Mercy Investment Services, Inc.; (vii) Sisters of the Presentation of the Blessed Virgin Mary of Aberdeen, South Dakota; (viii) Adrian Dominican Sisters; (ix) USA Midwest Province of the Society of Jesus; (x) Congregation of Sisters of St. Agnes; (xi) The Sisters of Providence, Mother Joseph; (xii) Sisters of St. Francis of Philadelphia; (xiii) Dominican Sisters of Springfield; and (xiv) Benedictine Sisters, Boerne, Texas (collectively, the Lead Filer and the co-filers named in (i)-(xiv) above are referred to as the “Proponent”) for inclusion in the proxy statement and form of proxy for the Company’s 2026 Annual Meeting of Shareholders (together, the “2026 Proxy Materials”). A copy of the Proposal and the cover letters to the Proposal submitted by the Proponent are attached hereto as Exhibit A.

The Company hereby gives notice of its intention to omit the Proposal submitted by the Proponent from the 2026 Proxy Materials. The Company has a reasonable basis to exclude the Proposal based on the provisions of Rule 14a-8 and prior published guidance. The Company respectfully requests that the Staff of the Division of Corporation Finance (the “Staff”) of the

Securities and Exchange Commission (the “Commission”) respond with a letter indicating that, based solely on the Company’s and our representation, the Staff will not object if the Company omits the Proposal from its 2026 Proxy Materials.

This letter, including the exhibits hereto, is being submitted electronically to the Staff via its online Shareholder Proposal Form found at [www.sec.gov/forms/shareholder-proposal#noback](http://www.sec.gov/forms/shareholder-proposal#noback). A copy of this letter is being sent simultaneously by email or facsimile to the Proponent as notification of the Company’s intention to omit the Proposal from the 2026 Proxy Materials.

Pursuant to Rule 14a-8(j), this letter is being submitted not less than 80 calendar days before the Company intends to file its definitive proxy materials for the 2026 Annual Meeting of Shareholders with the Commission.

### **THE PROPOSAL**

The Company received the Proposal from the Lead Filer on November 18, 2025. A full copy of the Proposal and Supporting Statement and the accompanying cover letters are attached hereto as Exhibit A. The resolution of the Proposal reads as follows:

**RESOLVED:** Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group’s (“GEO’s”) due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

### **BASIS FOR EXCLUSION**

We believe that the Proposal may be properly excluded from the 2026 Proxy Materials pursuant to Rule 14a-8(i)(3) because the Proposal is materially false and misleading in violation of Rule 14a-9 and pursuant to Rule 14a-8(i)(7) because the Proposal's subject matter directly relates to the Company's ordinary business operations. Additionally, with respect to the co-filer Benedictine Sisters, Boerne, Texas, the Proposal may be properly excluded from the 2026 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Proposal was received by the Company at its principal executive offices after the deadline for submitting shareholder proposals for inclusion in the Company's 2026 Proxy Materials as set forth in the proxy statement relating to the 2025 Annual Meeting of Shareholders as required by Rule 14a-8(e)(2) of the Exchange Act.

## ANALYSIS

### ***Under Rule 14a-8(i)(3), the Proposal may be excluded because it is materially false and misleading in violation of Rule 14a-9.***

Under Rule 14a-8(i)(3), a shareholder proposal may be excluded from a company's proxy materials if the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in a company's proxy materials. See Staff Legal Bulletin No. 14B (Sept. 15, 2004) ("SLB 14B").

Rule 14a-9(a) prohibits any statement that is "false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading." The Staff has recognized that a proposal may be excluded pursuant to Rule 14a-8(i)(3) if "the company demonstrates objectively that a factual statement is materially false or misleading." SLB 14B. In accordance with SLB 14B, the Staff has permitted exclusion of proposals under Rule 14a-8(i)(3) where such proposals were false or misleading under Rule 14a-9. See, e.g., BlackRock, Inc. (Mar. 27, 2025) (permitting exclusion under Rule 14a-8(i)(3) of a proposal that requested the board to conduct an evaluation and issue a report evaluating how excluding religious charities from its employee-gift match program impacts the risks related to religious discrimination against employees on the basis that the proposal taken as a whole was materially false and misleading); Netgear Inc. (Apr. 9, 2021, recon. denied Apr. 23, 2021) (permitting exclusion under Rule 14a-8(i)(3) of a proposal that contained a materially false factual statement about the company's existing special meeting rights); Ferro Corp. (Mar. 17, 2015) (permitting exclusion under Rule 14a-8(i)(3) of a proposal that mischaracterized certain facets of Ohio and Delaware corporate law, noting that the company had "demonstrated objectively that certain factual statements in the supporting statement are materially false and misleading such that the proposal as a whole is materially false and misleading"); AT&T Inc. (Feb. 2, 2009) (permitting exclusion of a proposal requesting that the board adopt a bylaw to provide for an independent director where the proposal mischaracterized the independence definition set by the Council of Institutional Investors); Jefferies Group, Inc. (Feb. 11, 2008, recon. denied Feb. 25, 2008) (permitting exclusion of a proposal requesting a shareholder advisory vote at the annual meeting where the proposal claimed the advisory vote was to be "supported by company management"); Entergy Corp. (Feb. 14, 2007) (permitting exclusion of a proposal requesting that the board adopt a policy giving shareholders the opportunity to vote on an advisory management resolution to approve the compensation committee report where the supporting statement made objectively false statements regarding executive compensation at the company, director committee membership and director stock ownership).

In this case, the Proposal is materially false and misleading in a manner that would materially impact shareholders' views of the Proposal. The entire theme and premise of the Proposal is that the Company is engaging in enforced disappearances in violation of international human rights law through the transportation services it provides to the U.S. federal government and more specifically to U.S. Immigration and Customs Enforcement ("ICE"). In this regard, the Proposal states in part, "[y]et, GEO remains deeply involved in deportation flight operations. For example, CEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador. . . UN human rights experts have stated that 'deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law.'" The supporting statement further provides "[s]hareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance. . . ." Taken together, the Proposal and supporting statement conveys the impression that the Company through the provision of its transportation services to its government customers is engaging in enforced disappearances in violation of international human rights law. This erroneous impression is a central element of the Proposal and is materially false and misleading in violation of Rule 14a-9.

The impression provided by the Proposal is factually incorrect. The Company enters into transportation services contracts with its government customers and performs these transportation services in compliance with the contract terms and applicable law. With respect to transportation services provided by the Company to ICE in connection with deportation operations, those services are provided in compliance with U.S. federal immigration law.

***The Proposal may be excluded under Rule 14a-8(i)(7) because the subject matter of the Proposal relates to the Company's ordinary business operations.***

***A. Background***

Under Rule 14a-8(i)(7), a shareholder proposal may be excluded from a company's proxy materials if the proposal "deals with matters relating to the company's ordinary business operations." According to Exchange Act Release No. 34-40018 (May 21, 1998) (the "1998 Release"), the term "ordinary business" refers to matters that are not necessarily "ordinary" in the common meaning of the word, but instead the term "is rooted in the corporate law concept of providing management with flexibility in directing certain core matters involving the company's business and operations." In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting," and identified two central considerations that underlie this policy. The first was that "[c]ertain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." The second consideration related to "the degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into

matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976)).

The Commission has stated that a proposal requesting the dissemination of a report is excludable under Rule 14a-8(i)(7) if the substance of the proposal involves a matter of ordinary business of the company. *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983) (“[T]he staff will consider whether the subject matter of the special report or the committee involves a matter of ordinary business; where it does, the proposal will be excludable under Rule 14a-8(c)(7).”). In addition, in Staff Legal Bulletin No. 14E (Oct. 27, 2009) (“SLB 14E”), the Staff noted that if a proposal relates to management of risks or liabilities that a company faces as a result of its operations, the Staff will focus on the “subject matter to which the risk pertains or that gives rise to the risk” in making a decision regarding whether a proposal can be properly excluded pursuant to Rule 14a-8(i)(7). Pursuant to SLB 14E, the Staff has consistently permitted exclusion of shareholder proposals under Rule 14a-8(i)(7) requesting an assessment of risks when the underlying subject matter concerns the ordinary business of the company. *See, e.g., Netflix, Inc.* (Mar. 14, 2016) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested a report “describing how company management identifies, analyzes and oversees reputational risks related to offensive and inaccurate portrayals of Native Americans, American Indians, and other indigenous peoples, how it mitigates these risks and how the company incorporates these risk assessment results into company policies and decision-making,” noting that the proposal related to the ordinary business matter of the “nature, presentation and content of programming and film production”).

The Proposal requests a review and report on the effectiveness of the Company's “due diligence process to determine whether its services contribute to violations of international human rights law and expose the Company to material risks.” The Proposal's request for a review of certain risks does not preclude exclusion if the underlying subject matter of the proposal is ordinary business. As the Staff indicated in SLB 14E, in evaluating shareholder proposals that request a risk assessment: “rather than focusing on whether a proposal and supporting statement relate to the company engaging in an evaluation of risk, we will instead focus on the subject matter to which the risk pertains or that gives rise to the risk. . . . [S]imilar to the way in which we analyze proposals asking for the preparation of a report, the formation of a committee or the inclusion of disclosure in a Commission-prescribed document -- where we look to the underlying subject matter of the report, committee or disclosure to determine whether the proposal relates to ordinary business -- we will consider whether the underlying subject matter of the risk evaluation involves a matter of ordinary business to the company.”

The Staff has continued to concur in the exclusion of shareholder proposals seeking risk assessments when the subject matter concerns ordinary business operations. *See Pfizer Inc.* (Feb. 16, 2011) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting an annual assessment of the risks created by the actions the company takes to avoid or minimize U.S. federal, state and local taxes and provide a report to shareholders on the assessment); *TJX Companies, Inc.* (Mar. 29, 2011) (same); *Amazon.com, Inc.* (Mar. 21, 2011) (same); *Wal-Mart*

*Stores, Inc.* (Mar. 21, 2011) (same); *Lazard Ltd.* (Feb. 16, 2011) (same). In the present case, the Proposal is similarly structured as a request to provide an assessment of risk arising from a subject matter that constitutes ordinary business operations. The Proposal seeks a review and information “through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value. . . .” The Proposal directly implicates the Company's decisions regarding whether to undertake certain services, specifically transportation and security services relating to deportation operations provided to ICE, and the Company's adherence to international law and its legal compliance program. The Staff has concurred in the exclusion of proposals regarding these topics on ordinary business grounds.

**B. *The Proposal May Be Excluded Because Its Subject Matter Relates To The Company's Services***

The Proposal seeks to require that the Company commission an independent third-party report that evaluates the effectiveness of the Company's “due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.” The Proposal states in part, “[y]et, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador. . . GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility. . . Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. (“GTI”), is the largest provider of transportation to U.S. Immigration and Customs Enforcement (“ICE”). . . GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may ‘involve enforced disappearances’. . . .” The Proposal is focused on the Company's transportation services and specifically the provision of transportation and security services involving deportation operations. The Company’s decision-making regarding which of the Company's services are offered to its government customers, the Company's due diligence process, its policies and procedures that govern the terms upon which the Company's services are offered to its government customers and the Company's compliance with applicable laws implicate routine management decisions that encompass legal, regulatory, operational, risk management, and financial considerations, among others. The Proposal impermissibly seeks to interject shareholders into this complex and core aspect of the Company’s ordinary business.

The Staff consistently has recognized that decisions relating to the products and services offered by a company are part of a company's ordinary business operations and has concurred in the exclusion of such shareholder proposals. For example, in *Amazon.com Inc.* (Mar. 17, 2016), a shareholder proposal requested that the board prepare a report “on the company's policy options to reduce potential pollution and public health problems from electronic waste generated as a result of its sales to consumers, and to increase the safe recycling of such wastes.” The company noted that proposal essentially asked for the company to assess the services it provides as well as the company's policies related to its

products. The Staff concurred that the proposal may be excluded because it relates to the company's products and services and does not focus on a significant policy issue. In *FMC Corp.* (Feb 25, 2011, *recon. denied* Mar. 16, 2011), the Staff concurred in the exclusion of a shareholder proposal about pesticides that were “suspected to have been misused by third parties to harm wildlife or humans.” The company noted that actions at issue were taken by third parties using the company's products and were not carried out or sanctioned by the company. The Staff agreed that the proposal was excludable under Rule 14a-8(i)(7) because it related to “products offered for sale by the company.” In *Lowe's Companies, Inc.* (Mar. 8, 2017), the Staff concurred in the exclusion of a shareholder proposal under Rule 14a-8(i)(7) that requested a report “on the risks and opportunities that the issue of human lead exposures from unsafe practices poses to the company, its employees, its contractors and customers.” The company noted that the proposal “is focused on the Company's policies related to the services the Company provides and the use of the Company's products by its customers and other third parties.”

The Company provides a diversified scope of services on behalf of its government agency partners, including secure transportation services. The Company operates its facilities and provides services in accordance with all applicable state, federal, and foreign laws and regulations, its company-wide policies and procedures and with the standards and guidelines required by the various governmental agencies as set forth in each of the Company's contracts, including certain monitoring and audit requirements. The terms and conditions of contracts between the Company and its government agency partners are inherent to the ordinary business operations of the Company and not appropriately addressed by shareholders.

The Proposal's call for an “independent third party” to prepare the report also introduces an entirely new party to the contractual and regulatory relationship between the Company and the government agency partner with whom the Company contracts to provide transportation and security services in deportation operations. The Company cannot share information regarding its contracts with government agency partners and information regarding the transportation and security services the Company provides to its government agency partners in deportation operations to outside third parties.

The Proposal suggests that the Company is in violation of international law. As discussed below, the Company has a legal and compliance program. Any future decisions regarding hiring an independent third-party to assess its services, changing or expanding its due diligence process and other policies regarding its transportation and security services in deportation operations will require a careful analysis of many factors, including its contractual obligations to its government customers, communicating information to its government customers, communicating information to third parties, and compliance with the Company's legal obligations and applicable laws and regulations. This analysis is a proper function for management and far exceeds the scope of shareholder expertise.

***C. The Proposal Relates To The Company's Legal Compliance Program.***

The Proposal's reference to enforced disappearances and "whether the Company's services contribute to violations of international human rights law and expose the company to material risks" indicate that the Proposal is primarily focused on compliance with legal requirements to mitigate risks from the Company's services that it offers its government customers—issues that are core components of the Company's ordinary business operations.

The Staff has consistently concurred with the exclusion of proposals concerning a company's legal compliance program as relating to matters of ordinary business pursuant to Rule 14a-8(i)(7). See, e.g., Texas Pacific Land Corp. (Jason Hubert) (Sept. 5, 2023) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal requesting a review of a company's processes regarding the preparation of its Commission-filed proxy materials where the company argued that compliance with the proxy rules was part of its ordinary business); Eagle Bancorp, Inc. (Mar. 29, 2022) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal requesting an independent review of certain investigations performed by the company where the company argued that such investigations related to the company's legal compliance and related business and policy practices); Navient Corp. (Mar. 26, 2015, recon. denied Apr. 8, 2015) (concurring with the exclusion of a proposal requesting "a report on the company's internal controls over student loan servicing operations, including a discussion of the actions taken to ensure compliance with applicable federal and state laws" as "concern[ing] a company's legal compliance program"); Raytheon Co. (Mar. 25, 2013) (concurring with the exclusion of a proposal requesting a report on "the board's oversight of the company's efforts to implement the provisions of the Americans with Disabilities Act, the Fair Labor Standards Act, and the Age Discrimination in Employment Act" with the Staff noting that proposals concerning a company's legal compliance program are generally excludable under Rule 14a-8(i)(7)); Sprint Nextel Corp. (Mar. 16, 2010, recon. denied Apr. 20, 2010) (concurring with the exclusion of a proposal requesting that the board explain why it has failed to adopt an ethics code designed to, among other things, promote securities law compliance since proposals relating to "adherence to ethical business practices and the conduct of legal compliance programs are generally excludable under [R]ule 14a-8(i)(7)"); The Coca-Cola Co. (Jan. 9, 2008) (concurring with the exclusion of a proposal seeking an annual report comparing independent laboratory tests of the company's product quality against applicable national laws and the company's global quality standards because the proposal related to the ordinary business matter of the "general conduct of a legal compliance program"); Halliburton Co. (Mar. 10, 2006) (concurring with the exclusion of a proposal requesting a report on policies and procedures to reduce or eliminate the reoccurrence of certain violations and investigations as relating to ordinary business operations "(i.e., general conduct of a legal compliance program)").

Determinations regarding the Company's legal compliance and business practices require complex analysis, extensive knowledge, and understanding of evolving laws and regulations, including federal immigration law related to the Company's transportation services in deportation operations; all relevant facts and circumstances about the Company's operations; and industry

practice. These matters are multifaceted, complex, and based on factors beyond the expertise of shareholders at large. Thus, a third-party report assessing this aspect of the Company's operations squarely falls within the scope of the traditional ordinary business standard under Rule 14a-8(i)(7).

While the Proposal makes generic references to oversight of risks, the underlying subject matter still relates to the Company's policies regarding its legal compliance and how compliance with laws affects the Company's terms of service, which are part of the Company's ordinary day-to-day business operations. See PayPal (concurring with the exclusion of a proposal under Rule 14a-8(i)(7) where the company argued that "the [c]ompany's ability to design and oversee its legal compliance program, including the application of the [Acceptable Use Policy], without interference [was] necessary to the operation of the Company's business as a regulated payment services provider"); JPMorgan Chase & Co. (National Legal and Policy Center) (avail. Mar. 21, 2023) (concurring with the exclusion of a proposal under Rule 14a-8(i)(7) where the company argued that "[t]he [c]ompany's ability to design and administer its legal compliance program without interference is necessary to the operation of the [c]ompany's business as a regulated financial services company"). Consistent with the cited precedents, the analyses, judgments, and determinations that would be addressed in the report requested by the Proposal therefore are part of the Company's ordinary business operations relating to its legal compliance program, and the Proposal therefore is properly excludable under Rule 14a-8(i)(7).

***D. The Proposal Does Not Focus On A Significant Policy Issue.***

We note that a proposal may not be excluded under Rule 14a-8(i)(7) if it is determined to focus on a significant policy issue. The fact that a proposal may touch upon a significant policy issue, however, does not preclude exclusion under Rule 14a-8(i)(7). Instead, the question is whether the proposal focuses primarily on a matter of broad public policy versus matters related to the company's ordinary business operations. See 1998 Release; SLB 14E. The Staff has consistently concurred in the exclusion of proposals that reference or arise in the context of a significant policy matter but that address or focus on ordinary business matters. For example, the proposal in *PetSmart, Inc.* (Mar. 24, 2011) requested that the board require its suppliers to certify they had not violated "the Animal Welfare Act, the Lacey Act, or any state law equivalents" which related to preventing animal cruelty. The Staff granted no-action relief under Rule 14a-8(i)(7) because the proposal addressed but did not focus on significant policy issues, stating "[a]lthough the humane treatment of animals is a significant policy issue, we note your view that the scope of the laws covered by the proposal is 'fairly broad in nature from serious violations such as animal abuse to violations of administrative matters such as record keeping.'" Recent precedent where the Staff concurred with the exclusion of a proposal that referenced or arose in the context of a significant policy matter but that address or focus on ordinary business matters include *Fox Corp.* (Sept. 19, 2024). There, the company received a proposal requesting a report on the social impact and risks to the company from inadequately distinguishing between news content and opinion content and the viability and benefits of such public differentiation, and the company argued that "potential social policy implications in a proposal does not qualify as

‘focusing’ on such issues, even if the social policies happen to be the subject of substantial public focus.” The Staff concurred with exclusion under Rule 14a-8(i)(7).

The Staff has noted that “it will take a company-specific approach in evaluating significance, rather than focusing solely on whether a proposal raises a policy issue with broad societal impact or whether particular issues or categories of issues are universally 'significant'. Accordingly, a policy issue that is significant to one company may not be significant to another. The Division’s analysis will focus on whether the proposal deals with a matter relating to an individual company’s ordinary business operations or raises a policy issue that transcends the individual company’s ordinary business operations.” See Staff Legal Bulletin No. 14M (Feb. 12, 2025) (“SLB 14M”).

In this instance, even if the Proposal may touch upon a significant policy issue of international human rights law, the Proposal’s overwhelming concern is with the Company providing transportation and security services related to deportation operations and this demonstrates that the Proposal’s focus is on ordinary business matters.

***The Proposal as submitted by the Benedictine Sisters, Boerne, Texas as a co-filer may be properly excluded from the Company's 2026 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Proposal was received by the Company at its principal executive offices after the deadline for submitting shareholder proposals for inclusion in the Company's 2026 proxy statement.***

As required by Rule 14a-5(e) of the Exchange Act, the Company included in its 2025 proxy statement the deadline for receiving shareholder proposals submitted for inclusion in the Company's 2026 Proxy Materials, calculated in the manner prescribed in Rule 14a-8(e) and Staff Legal Bulletin No. 14 (July 13, 2001) ("SLB 14"). Specifically, the following disclosure appeared on page 61 of the Company's 2025 proxy statement:

#### **SHAREHOLDER PROPOSAL AND NOMINATIONS DEADLINE**

. . . These requirements are separate from the Securities and Exchange Commission's requirements that a shareholder must meet in order to have a proposal included in our proxy statement. For the 2026 annual meeting, under the Securities and Exchange Commission's requirements, any shareholder proposals must be received by GEO no later than November 20, 2025 in order to be included in our 2026 proxy statement.

On November 21, 2025, one day after the Company's deadline for shareholder proposals to be included in the Company's 2026 Proxy Materials, the Company received the Proposal from the Benedictine Sisters, Boerne, Texas as a co-filer.

Under Rule 14a-8(f)(1) a company may exclude a shareholder proposal if the proponent fails to follow one of the eligibility or procedural requirements contained in Rule 14a-8. Ordinarily, a company may exclude a proposal on this basis only after it has timely notified the proponent of an eligibility or procedural problem and the proponent has timely failed to adequately correct the problem. However, as per Rule 14a-8(f)(1), a company "need not provide [the proponent] such notice of a deficiency if the deficiency cannot be remedied, such as if [the proponent] fail[s] to submit a proposal by the company's properly determined deadline" (emphasis added).

The Staff strictly construes the deadline for shareholder proposals under Rule 14a-8, permitting companies to exclude from proxy materials those proposals received at companies' principal executive offices after the deadline. See, e.g., DTE Energy Company (Moore) (Dec. 18, 2018) (concurring with the exclusion of a proposal received two days after the submission deadline); Verizon Communications, Inc. (Jan. 4, 2018) (concurring with the exclusion of a proposal received one day after the submission deadline); Wal-Mart Stores Inc. (Feb. 13, 2017) (concurring with the exclusion of a proposal received six days after the submission deadline); Applied Materials, Inc. (Nov. 20, 2014) (concurring with the exclusion of a proposal received one day after the submission deadline); General Electric Company (Jan. 24, 2013) (concurring with the exclusion of a proposal received one day after the submission deadline); Tootsie Roll Industries, Inc. (Jan. 14, 2008) (concurring with the exclusion of a proposal received two days

after the submission deadline).

## CONCLUSION

For the reasons stated above, we believe the Company has a reasonable basis to exclude the Proposal from its 2026 Proxy Materials based on the provisions of Rule 14a-8 and prior published guidance.

Should you have any questions or would like additional information regarding the foregoing, please do not hesitate to contact the undersigned at 305-982-5519 or [esther.moreno@akerman.com](mailto:esther.moreno@akerman.com).

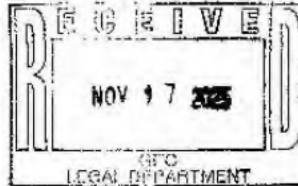
Sincerely,



Esther L. Moreno

cc: Joe Negron, Esq., The GEO Group, Inc.  
Scott Schipma, Esq., The GEO Group, Inc.  
Pablo E. Paez, The GEO Group, Inc.  
Rev. Bryan V, Pham, S.J., J.D., J.C.D., Ph.D, The USA East Province of the Society of Jesus and on behalf of Sisters of St. Francis of Philadelphia  
Raymond Burnell, Christian Brothers Investment Services, Inc.  
Timnit Ghermay, Providence St. Joseph Health  
Maxwell Homans, Mercy Investment Services, Inc. and on behalf of Congregation of St. Joseph, Daughters of Charity, Adrian Dominican Sisters, and Congregation of Sisters of St. Agnes  
Mary Ann Baudouin, USA Central and Southern Province of the Society of Jesus  
Pegge Boehm, Sisters of the Presentation of the Blessed Virgin Mary of Aberdeen, South Dakota  
V. Rev. Karl J. Kiser, S.J., USA Midwest Province of the Society of Jesus  
Cyndy Mathew, The Sisters of Providence, Mother Joseph  
Katie McCloskey, Mercy Investment Services, Inc., on behalf of Dominican Sisters of Springfield  
Susan Mika, Benedictine Sisters, Boerne, Texas  
Stephen K. Roddenberry, Esq., Akerman LLP

**Exhibit A**



Ms. Margaret Detleving

November 14, 2025

Joe Negron  
Senior Vice President, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, Florida 33431.

Dear Mr. Negron:

The USA East Province of the Society of Jesus (USA Province) is a long-term investor in the GEO Group, Inc., currently the beneficial owner of 332 shares. We seek to reflect our values, principles and mission in our investment decisions. Over the past several years, we have been in dialogue with GEO on Human Rights issues. While we acknowledge some progress, we have concerns regarding implementation of the Policy in light of services GEO provides to federal agencies.

The enclosed proposal requests that the GEO Group, Inc. (GEO) commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

The USA East Province of the Society of Jesus is filing the enclosed shareholder for inclusion in the 2026 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. As of November 14, 2025, the USA East Province of the Society of Jesus has been a shareholder continuously for more than three years, holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is included in this packet. One of the filers will attend the Annual Meeting to present the proposal as required by SEC rules.

We look forward to having productive conversations with the company. Per SEC requirements, I am available to meet with the company via teleconference on December 3, 2025, from 1:00 pm and 3:00 pm (EDT); or December 8, 2025, from 1:00 pm to 3:00 pm (EDT). Co-filers will participate if available or authorize us to engage with the Company on their behalf, within the meaning of Rule 14a-8(b)(iii)(B). Please direct all future correspondence regarding this proposal to me via the information below.

Best regards,

Rev. Bryan V. Pham, S.J., J.D., I.C.D., Ph.D.

The USA East Province of the Society of Jesus

**RESOLVED:** Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

**WHEREAS:** With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

In the UNGPs, human rights due diligence is one of three requirements of the corporate responsibility to respect human rights.<sup>2</sup> Under United Nations ("UN") conventions, "The widespread or systematic practice of enforced disappearance constitutes a crime against humanity," and criminal responsibility befalls "Any person who... induces the commission of... is an accomplice to or participates in an enforced disappearance."<sup>3</sup> International standards require parties avoid complicity in enforced disappearances, with consequent criminal liability risk.

Yet, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador: the University of Washington's Center for Human Rights (UWCHR) identified that on "March 8, 2025—11 people were booked out for removal from the NWDC, including six Venezuelan men sent to CECOT prison in El Salvador."<sup>4</sup> UN human rights experts have stated that "deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law."<sup>5</sup> GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility.<sup>6</sup>

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<sup>1</sup> <https://www.geogroup.com/geo-global-human-rights-policy>

<sup>2</sup> UNGP 16

[https://www.ohchr.org/sites/default/files/documents/publications/guidingprinciplesbusinesshr\\_en.pdf](https://www.ohchr.org/sites/default/files/documents/publications/guidingprinciplesbusinesshr_en.pdf)

<sup>3</sup> Article 5 and Article 6, <https://www.ohchr.org/en/instruments-mechanisms/instruments/international-convention-protection-all-persons-enforced>

<sup>4</sup> <https://jsis.washington.edu/humanrights/2025/08/21/gross-human-rights-violations-in-washington-state-enforced-disappearance-and-refoulement/>

<sup>5</sup> <https://www.ohchr.org/en/prcas-releases/2025/04/un-experts-alarmed-illegal-deportations-united-states-el-salvador>

<sup>6</sup> <https://www.theguardian.com/us-news/ng-interactive/2025/sep/12/ica-detention-alexandria-staging-facility>

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Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

Department of Homeland Security Transportation Orders obtained by UWCHR instruct GTI buses to pick up detainees at ICE's Seattle Hold Room and transport them directly to planes via the tarmac of the Seattle-Tacoma International Airport. These orders document GTI as the party responsible immediately prior to deportation flights.

GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may "involve enforced disappearances." Shareholders are concerned that the company is not properly mitigating material human rights risks.

#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks.

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<sup>7</sup> <https://www.brennancenter.org/our-work/analysis-opinion/private-prison-companies-enormous-windfall-who-stands-gain-ice-expands>

<sup>8</sup> <https://investors.geogroup.com/news-releases/news-release-details/geo-group-announces-five-year-contract-provide-air-operations>

<sup>9</sup> <https://amp.cnn.com/cnn/2025/07/31/politics/ice-deportation-air-marshals>

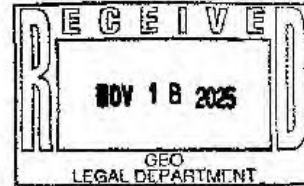
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November 17, 2025

VIA FedEx

Mr. Joe Negron  
Senior Vice President, Legal Services, General Counsel & Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, Florida 33431



Re: Shareholder Proposal for 2026 Shareholder Meeting

Dear Mr. Negron,

Christian Brothers Investment Services, Inc. ("CBIS"), the investment manager for the Catholic Responsible Investments Funds, in respect of its series, Catholic Responsible Investments Small-Cap Fund (the "Fund"), is submitting the attached proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of The GEO Group, Inc. (the "Company") for its 2026 annual meeting of shareholders.

As the manager of the Fund, CBIS has authority to file the proposal and intends to continuously hold the requisite number of shares through the date of the next Annual Stockholders Meeting, consistent with the requirements in SEC Rule 14a-8. CBIS and the Fund have continuously beneficially owned, for at least one year prior to today's date, at least \$25,000 worth of the Company's common stock. Verification of ownership from the fund's custodian will be sent under separate cover within a two-week period.

CBIS is co-filing the Proposal with lead filer USA East Province of the Society of Jesus. In its submission letter, USA East Province of the Society of Jesus provided dates and times of our ability to meet. I designate the lead filer to meet initially with the Company but may join the meeting subject to my availability. USA East Province of the Society of Jesus is authorized to negotiate and engage with the Company on our behalf and to withdraw the proposal if they deem appropriate.

If you have any questions or need additional information, I can be contacted at (415) 480-2280 or by email at [rburnell@cbisonline.com](mailto:rburnell@cbisonline.com).

Sincerely,

A handwritten signature in black ink, appearing to read "Raymond Burnell".

Raymond Burnell  
Senior Director, Catholic Responsible Investments

**RESOLVED:** Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

**WHEREAS:** With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

In the UNGPs, human rights due diligence is one of three requirements of the corporate responsibility to respect human rights.<sup>2</sup> Under United Nations ("UN") conventions, "The widespread or systematic practice of enforced disappearance constitutes a crime against humanity," and criminal responsibility befalls "Any person who... Induces the commission of... is an accomplice to or participates in an enforced disappearance."<sup>3</sup> International standards require parties avoid complicity in enforced disappearances, with consequent criminal liability risk.

Yet, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador: the University of Washington's Center for Human Rights (UWCHR) identified that on "March 8, 2025—11 people were booked out for removal from the NWDC, including six Venezuelan men sent to CECOT prison in El Salvador."<sup>4</sup> UN human rights experts have stated that "deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law."<sup>5</sup> GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility.<sup>6</sup>

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<sup>2</sup> UNGP 15

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<sup>6</sup> <https://www.theguardian.com/us-news/ng-interactive/2025/sep/12/ice-detention-alexandria-staging-facility>

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Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

Department of Homeland Security Transportation Orders obtained by UWCHR instruct GTI buses to pick up detainees at ICE's Seattle Hold Room and transport them directly to planes via the tarmac of the Seattle-Tacoma International Airport. These orders document GTI as the party responsible immediately prior to deportation flights.

GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may "involve enforced disappearances." Shareholders are concerned that the company is not properly mitigating material human rights risks.

#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks.

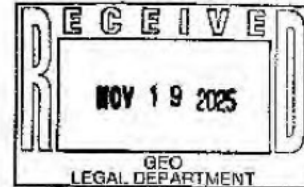
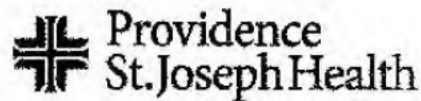
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<sup>7</sup> <https://www.brennancenter.org/our-work/analysis-opinion/private-prison-companies-enormous-windfall-who-stands-gain-ice-expands>

<sup>8</sup> <https://investors.geogroup.com/news-releases/news-release-details/geo-group-announces-five-year-contract-provide-air-operations>

<sup>9</sup> <https://amp.e.r.n.com/cnn/2025/07/31/politics/ice-deportation-air-marshals>

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November 18, 2025

Joe Negron  
Senior Vice President, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, Florida 33431

Re: Shareholder proposal for 2026 Annual Shareholder Meeting

Dear Mr. Negron,

I am submitting the attached proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of the GEO Group, Inc. (the "Company") for its 2026 annual meeting of shareholders. I am co-filing the Proposal with the lead filer the USA East Province of the Society of Jesus. In its submission letter, the lead filer will provide dates and times of ability to meet. I designate the lead filer to meet initially with the Company but may join the meeting subject to my availability.

As of November 18, 2025, Providence St. Joseph Health has continuously beneficially owned for at least three years, including shares of the Company's common stock worth at least \$2000 (the "Shares") in the 60-day look-back period. Verification of this ownership is attached. I intend to continue to hold such shares through the date of the Company's 2026 annual meeting of shareholders.

If you have questions for Providence St. Joseph Health, contact Timnit Ghermay by email: [REDACTED]

Best regards,

A handwritten signature in cursive script that reads "Alec Stais".

Alec Stais  
CIO  
Providence St. Joseph Health

Encl.: Verification of ownership  
Resolution

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RESOLVED: Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

WHEREAS: With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

In the UNGPs, human rights due diligence is one of three requirements of the corporate responsibility to respect human rights.<sup>2</sup> Under United Nations ("UN") conventions, "The widespread or systematic practice of enforced disappearance constitutes a crime against humanity," and criminal responsibility befalls "Any person who... induces the commission of... is an accomplice to or participates in an enforced disappearance."<sup>3</sup> International standards require parties avoid complicity in enforced disappearances, with consequent criminal liability risk.

Yet, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador: the University of Washington's Center for Human Rights (UWCHR) identified that on "March 8, 2025—11 people were booked out for removal from the NWDC, including six Venezuelan men sent to CECOT prison in El Salvador."<sup>4</sup> UN human rights experts have stated that "deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law."<sup>5</sup> GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility.<sup>6</sup>

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Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

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GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may "involve enforced disappearances." Shareholders are concerned that the company is not properly mitigating material human rights risks.

#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks.

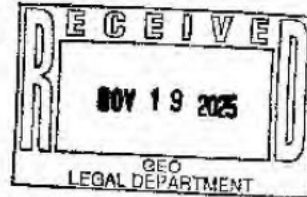
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<sup>7</sup> <https://www.brennancenter.org/our-work/analysis-opinion/private-prison-companies-enormous-windfall-who-stands-gain-ice-expands>

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November 18, 2025

Joe Negron  
Senior Vice President, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, FL 33431

Dear Mr. Negron:

The Congregation of St. Joseph is concerned not only with the financial returns of its investments, but also with the social and ethical implications of its investments. We believe that a demonstrated corporate responsibility in matters of the environment, social and governance concerns fosters long-term business success. The Congregation of St. Joseph is currently the beneficial owner of shares of The GEO Group, Inc.

The enclosed proposal requests that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

The Congregation of St. Joseph is co-filing the enclosed shareholder proposal for inclusion in the 2026 proxy statement with lead filer, the USA East Province of the Society of Jesus (UEA Province), in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. As of November 18, 2025, the Congregation of St. Joseph has been a shareholder continuously for more than three years holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is included with this letter. A representative of the filers will attend the Annual Meeting to present the resolution as required by SEC rules.

We will plan to participate in any meetings on this proposal to the extent we are available at the time selected by the lead filer and our company. Please direct all future correspondence regarding this proposal to Maxwell Homans of Mercy Investment Services, Inc. who is authorized to speak and negotiate on Congregation of St. Joseph's behalf. Maxwell's contact information is: [REDACTED]

[REDACTED] We authorize the UEA Province to withdraw on our behalf if an agreement is reached.

Best regards,

Karen Watson, CFA Chief Investment Officer  
Congregation of St. Joseph

*That all may be one...*

[REDACTED]

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RESOLVED: Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

WHEREAS: With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

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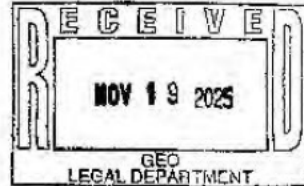
<sup>6</sup> <https://www.theguardian.com/us-news/ng-interactive/2025/sep/12/ice-detention-alexandria-staging-facility>

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## DAUGHTERS of CHARITY

PROVINCE of ST. LOUISE



November 18, 2025

Joe Negron  
Senior Vice President, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, FL 33431

Dear Mr. Negron:

The Daughters of Charity, Inc. (Daughters of Charity) are concerned not only with the financial returns of its investments, but also with the social and ethical implications of its investments. We believe that a demonstrated corporate responsibility in matters of the environment, social and governance concerns fosters long-term business success. The Daughters of Charity are currently the beneficial owner of shares of The GEO Group, Inc.

The enclosed proposal is requesting that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

The Daughters of Charity are co-filing the enclosed shareholder proposal for inclusion in the 2026 proxy statement with the lead filer, the USA East Province of the Society of Jesus (UEA Province) in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. As of November 18, 2025, the Daughters of Charity have been a shareholder continuously for more than three years holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is included in this packet. A representative of the filers will attend the Annual Meeting to present the resolution as required by SEC rules.

We will plan to participate in any meetings on this proposal to the extent we are available at the time selected by the lead filer and our company. Please direct all future correspondence regarding this proposal to Maxwell Homans of Mercy Investment Services, Inc. who is authorized to speak and negotiate on the Daughters of Charity's behalf. Maxwell's contact information is: [REDACTED]

[REDACTED] We authorize the UEA Province to withdraw on our behalf if an agreement is reached.

Best regards,

*St. Nancy A. Murphy, DC*

St. Nancy Murphy, DC  
Provincial Treasurer and Provincial Councillor

**RESOLVED:** Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

**WHEREAS:** With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

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Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

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#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks.

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<sup>7</sup> <https://www.brennancenter.org/our-work/analysis-opinion/private-prison-companies-enormous-windfall-who-stands-gain-ice-expands>

<sup>8</sup> <https://investors.geogroup.com/news-releases/news-release-details/geo-group-announces-five-year-contract-provide-air-operations>

<sup>9</sup> <https://amp.cnn.com/cnn/2025/07/31/politics/ice-deportation-air-marshals>

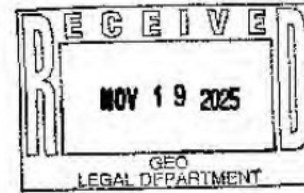
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USA Central and Southern Province

October 30, 2025

Joe Negron  
Senior Vice President, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, Florida 33431.



Dear Mr. Negron:

The USA Central and Southern Province of the Society of Jesus (Jesuits) , has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. The USA Central and Southern Province of the Society of Jesus, a long-term investor, is currently the beneficial owner of shares of GEO Group, Inc.

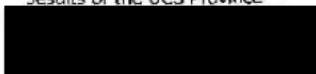
The enclosed proposal requests that the GEO Group, Inc. (GEO) commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

The USA Central and Southern Province of the Society of Jesus is co-filing the enclosed shareholder proposal with lead filer, the USA East Province of the Society of Jesus for inclusion in the 2026 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. As of October 30, 2025, the USA Central and Southern Province of the Society of Jesus has been a shareholder continuously for more than three years, holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is included in this packet. One of the filers will attend the Annual Meeting to present the proposal as required by SEC rules. We authorize the USA East Province of the Society of Jesus to withdraw on our behalf if an agreement is reached.

We will plan to participate in any meetings on this proposal to the extent we are available at the time selected by the lead filer and our company. Please direct all future correspondence regarding this proposal to me via the information below.

Best regards,

Mary Ann Baudouin  
Provincial Assistant for Justice and Ecology  
Jesuits of the UCS Province



JesuitsCentralSouthern.org

RESOLVED: Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

WHEREAS: With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

In the UNGPs, human rights due diligence is one of three requirements of the corporate responsibility to respect human rights.<sup>2</sup> Under United Nations ("UN") conventions, "The widespread or systematic practice of unforced disappearance constitutes a crime against humanity," and criminal responsibility befalls "Any person who... induces the commission of... is an accomplice to or participates in an enforced disappearance."<sup>3</sup> International standards require parties avoid complicity in enforced disappearances, with consequent criminal liability risk.

Yet, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador: the University of Washington's Center for Human Rights (UWCHR) identified that on "March 8, 2025—11 people were booked out for removal from the NWDC, including six Venezuelan men sent to CECOT prison in El Salvador."<sup>4</sup> UN human rights experts have stated that "deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law."<sup>5</sup> GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility.<sup>6</sup>

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<sup>1</sup> <https://www.geogroup.com/geo-global-human-rights-policy>

<sup>2</sup> UNGP 15

[https://www.ohchr.org/sites/default/files/documents/publications/guidingprinciplesbusinesshr\\_en.pdf](https://www.ohchr.org/sites/default/files/documents/publications/guidingprinciplesbusinesshr_en.pdf)

<sup>3</sup> Article 5 and Article 6, <https://www.ohchr.org/en/instruments-mechanisms/instruments/international-convention-protection-all-persons-enforced>

<sup>4</sup> <https://jshs.washington.edu/humanrights/2025/08/21/gross-human-rights-violations-in-washington-state-enforced-disappearance-and-refoulement/>

<sup>5</sup> <https://www.ohchr.org/en/press-releases/2025/04/un-experts-alarmed-illegal-deportations-united-states-el-salvador>

<sup>6</sup> <https://www.theguardian.com/us-news/ng-interactive/2025/sep/12/ica-detention-alexandria-staging-facility>

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Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

Department of Homeland Security Transportation Orders obtained by UWCHR instruct GTI buses to pick up detainees at ICE's Seattle Hold Room and transport them directly to planes via the tarmac of the Seattle-Tacoma International Airport. These orders document GTI as the party responsible immediately prior to deportation flights.

GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may "involve enforced disappearances." Shareholders are concerned that the company is not properly mitigating material human rights risks.

#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks.

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<sup>7</sup> <https://www.brennancenter.org/our-work/analysis-opinion/private-prison-companies-nominous-windfall-who-stands-gain-ice-expands>

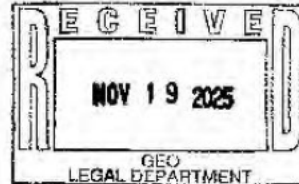
<sup>8</sup> <https://investors.geogroup.com/news-releases/news-release-details/geo-group-announces-five-year-contract-provide-air-operations>

<sup>9</sup> <https://amp.cnn.com/amp/2025/07/31/politics/ica-deportation-air-marshals>

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2039 North Geyer Road | St. Louis, Missouri 63131  
314.989.4609 | [mercyinvestmentservices.org](http://mercyinvestmentservices.org)



November 18, 2025

Joe Negron  
Senior Vice President, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, FL 33431

Dear Mr. Negron:

Mercy Investment Services, Inc. ("Mercy"), the investment program of the Sisters of Mercy of the Americas, has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. Mercy Investment Services, Inc., a long-term investor, is currently the beneficial owner of shares of The GEO Group, Inc. ("GEO").

The enclosed proposal requests that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

Mercy is co-filing the enclosed proposal with the lead filer, the USA East Province of the Society of Jesus (UEA Province) for inclusion in the 2026 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. As of November 18, 2025, Mercy has been a shareholder continuously for more than three years, holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is included in this packet. One of the filers will attend the Annual Meeting to present the proposal as required by SEC rules. We authorize the UEA Province to withdraw on our behalf if an agreement is reached.

We will plan to participate in any meetings on this proposal to the extent we are available at the time selected by the lead filer and our company. Please direct all future correspondence regarding this proposal to me via the information below.

Best regards,

A handwritten signature in black ink, appearing to read "Maxwell Homans".

Maxwell Homans  
Shareholder Advocacy Associate



**RESOLVED:** Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

**WHEREAS:** With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by International standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs"),

In the UNGPs, human rights due diligence is one of three requirements of the corporate responsibility to respect human rights.<sup>2</sup> Under United Nations ("UN") conventions, "The widespread or systematic practice of enforced disappearance constitutes a crime against humanity," and criminal responsibility befalls "Any person who... induces the commission of... is an accomplice to or participates in an enforced disappearance."<sup>3</sup> International standards require parties avoid complicity in enforced disappearances, with consequent criminal liability risk.

Yet, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador: the University of Washington's Center for Human Rights (UWCHR) identified that on "March 8, 2025—11 people were booked out for removal from the NWDC, including six Venezuelan men sent to CECOT prison in El Salvador."<sup>4</sup> UN human rights experts have stated that "deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law."<sup>5</sup> GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility.<sup>6</sup>

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<sup>1</sup> <https://www.geogroup.com/gao-global-human-rights-policy>

<sup>2</sup> UNGP 15

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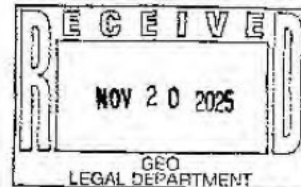
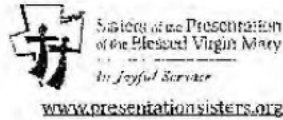
<sup>3</sup> Article 5 and Article 6, <https://www.ohchr.org/en/instruments-mechanisms/instruments/International-convention-protection-all-persons-enforced>

<sup>4</sup> <https://jstis.washington.edu/humanrights/2025/08/21/gross-human-rights-violations-in-washington-state-enforced-disappearance-and-refoulement/>

<sup>5</sup> <https://www.ohchr.org/en/press-releases/2025/04/un-experts-alarmed-illegal-deportations-united-states-el-salvador>

<sup>6</sup> <https://www.theguardian.com/us-news/ng-interactive/2025/sep/12/ice-detention-alexandria-staging-facility>

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November 19, 2025

Joe Negron  
Senior Vice President, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, Florida 33431

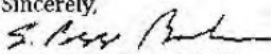
Re: Shareholder proposal for 2026 Annual Shareholder Meeting

Dear Mr. Negron:

The Sisters of the Presentation of the Blessed Virgin Mary of Aberdeen, South Dakota ("the proponent") is submitting the attached proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of The GEO Group, Inc. (the "Company") for its 2026 annual meeting of shareholders. The proponent is co-filing the Proposal with lead filer, The USA East Province of the Society of Jesus. In its submission letter, the USA East Province of the Society of Jesus will provide dates and times of ability to meet. We designate the lead filer to meet initially with the Company but may join the meeting subject to our availability. The USA East Province of the Society of Jesus is the lead filer of the Proposal and is authorized to negotiate and engage with the Company on our behalf and to withdraw the proposal, if they deem appropriate.

As of November 18, 2025, the proponent has beneficially owned, and had beneficially owned continuously for at least three years, at least \$2,000 worth of the Company's common stock. The verification of ownership by our custodian is included in this packet. The proponent intends to continue to hold such shares through the date of the Company's 2026 annual meeting of shareholders.

If you have any questions or need additional information, I can be contacted by email at

Sincerely,  
  
Sr. Pegge Boehm, PBVM  
SRI Coordinator

RESOLVED: Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

WHEREAS: With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

In the UNGPs, human rights due diligence is one of three requirements of the corporate responsibility to respect human rights.<sup>2</sup> Under United Nations ("UN") conventions, "The widespread or systematic practice of enforced disappearance constitutes a crime against humanity," and criminal responsibility befalls "Any person who... induces the commission of... is an accomplice to or participates in an enforced disappearance."<sup>3</sup> International standards require parties avoid complicity in enforced disappearances, with consequent criminal liability risk.

Yet, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador: the University of Washington's Center for Human Rights (UWCHR) identified that on "March 8, 2025—11 people were booked out for removal from the NWDC, including six Venezuelan men sent to CECOT prison in El Salvador."<sup>4</sup> UN human rights experts have stated that "deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law."<sup>5</sup> GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility.<sup>6</sup>

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<sup>2</sup> UNGP 15

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<sup>3</sup> Article 5 and Article 6, <https://www.ohchr.org/en/instruments-mechanisms/instruments/international-convention-protection-all-persons-enforced>

<sup>4</sup> <https://jsis.washington.edu/humanrights/2025/08/21/gross-human-rights-violations-in-washington-state-enforced-disappearance-and-refoulement/>

<sup>5</sup> <https://www.ohchr.org/en/press-releases/2025/04/un-experts-alarmed-illegal-deportations-united-states-el-salvador>

<sup>6</sup> <https://www.theguardian.com/us-news/ng-interactive/2025/sep/12/ice-detention-alexandria-staging-facility>

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Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

Department of Homeland Security Transportation Orders obtained by UWCHR instruct GTI buses to pick up detainees at ICE's Seattle Hold Room and transport them directly to planes via the tarmac of the Seattle-Tacoma International Airport. These orders document GTI as the party responsible immediately prior to deportation flights.

GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may "involve enforced disappearances." Shareholders are concerned that the company is not properly mitigating material human rights risks.

#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks.

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<sup>7</sup> <https://www.brennancenter.org/our-work/analysis-opinion/private-prison-companies-enormous-windfall-who-stands-gain-ice-expands>

<sup>8</sup> <https://investors.geogroup.com/news-releases/news-release-details/geo-group-announces-five-year-contract-provide-air-operations>

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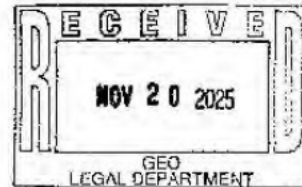


ADRIAN DOMINICAN SISTERS

Portfolio Advisory Board

November 19, 2025

Joe Negrón  
Senior Vice President, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, FL 33431



Dear Mr. Negrón:

The Adrian Dominican Sisters are concerned not only with the financial returns of its investments, but also with the social and ethical implications of its investments. We believe that a demonstrated corporate responsibility in matters of the environment, social and governance concerns fosters long-term business success. The Adrian Dominican Sisters are currently the beneficial owner of shares of The GEO Group, Inc. ("GEO").

The enclosed proposal requests that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

The Adrian Dominican Sisters are co-filing the enclosed shareholder proposal for inclusion in the 2026 proxy statement with lead filer, the USA East Province of the Society of Jesus (UEA Province) in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. The Adrian Dominican Sisters has beneficially owned continuously for at least three years inclusive of November 19, 2025, shares of the GEO common stock worth at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is included in this packet. A representative of the filers will attend the Annual Meeting to present the resolution as required by SEC rules.

We will plan to participate in any meetings on this proposal to the extent we are available at the time selected by the lead filer and our company. Please direct all future correspondence regarding this proposal to Maxwell Romans of Mercy Investment Services, Inc. who is authorized to speak and negotiate on the Adrian Dominican Sisters behalf. Maxwell's contact information is: [mromans@mercyinvestments.org](mailto:mromans@mercyinvestments.org); 610-551-0238; 2039 N. Geyer Rd., St. Louis, MO 63131. We authorize the UEA Province to withdraw on our behalf if an agreement is reached.

Best regards,

Frances Nadolny, OP  
Treasurer

**RESOLVED:** Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

**WHEREAS:** With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

In the UNGPs, human rights due diligence is one of three requirements of the corporate responsibility to respect human rights.<sup>2</sup> Under United Nations ("UN") conventions, "The widespread or systematic practice of enforced disappearance constitutes a crime against humanity," and criminal responsibility befalls "Any person who... induces the commission of... is an accomplice to or participates in an enforced disappearance."<sup>3</sup> International standards require parties avoid complicity in enforced disappearances, with consequent criminal liability risk.

Yet, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador: the University of Washington's Center for Human Rights (UWCHR) identified that on "March 8, 2025—11 people were booked out for removal from the NWDC, including six Venezuelan men sent to CECOT prison in El Salvador."<sup>4</sup> UN human rights experts have stated that "deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law."<sup>5</sup> GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility.<sup>6</sup>

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Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

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#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks.

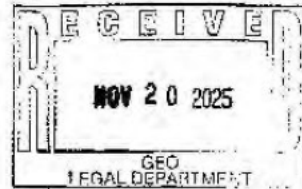
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<sup>9</sup> <https://amp.ann.com/cnn/2025/07/31/politics/ice-deportation-air-marshals>

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November 18, 2025

Joe Negron  
Senior Vice President, Legal Services,  
General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, Florida 33431

Dear Mr. Negron:


The USA Midwest Province of the Society of Jesus (Midwest Jesuits) has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. The Midwest Jesuit Province, a long-term investor, is currently the beneficial owner of shares of GEO Group, Inc.

The enclosed proposal requests that the GEO Group, Inc. (GEO) commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

The Midwest Jesuit Province is co-filing the enclosed shareholder proposal with lead filer, the USA East Province of the Society of Jesus for inclusion in the 2026 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. As of November 18, 2025, the USA Midwest Province of the Society of Jesus has been a shareholder continuously for more than three years, holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is included in this packet. One of the filers will attend the Annual Meeting to present the proposal as required by SEC rules. We authorize the USA East Province of the Society of Jesus to withdraw on our behalf if an agreement is reached.

We will plan to participate in any meetings on this proposal to the extent we are available at the time selected by the lead filer and our company. Please direct all future correspondence regarding this proposal to me via the information below.

Best regards,

  
V. Rev. Karl J. Kiser, S.J.  
Provincial



RESOLVED: Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

WHEREAS: With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

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<sup>3</sup> Article 5 and Article 6, <https://www.ohchr.org/en/instruments-mechanisms/instruments/international-convention-protection-all-persons-enforced>

<sup>4</sup> <https://jshs.washington.edu/humanrights/2025/08/21/gross-human-rights-violations-in-washington-state-enforced-disappearance-and-refoulement/>

<sup>5</sup> <https://www.ohchr.org/en/press-releases/2025/04/un-experts-alarmed-illegal-deportations-united-states-el-salvador>

<sup>6</sup> <https://www.theguardian.com/us-news/ng-interactive/2025/sep/12/ice-detention-alexandria-staging-facility>

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Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

Department of Homeland Security Transportation Orders obtained by UWCHR instruct GTI buses to pick up detainees at ICE's Seattle Hold Room and transport them directly to planes via the tarmac of the Seattle-Tacoma International Airport. These orders document GTI as the party responsible immediately prior to deportation flights.

GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may "involve enforced disappearances." Shareholders are concerned that the company is not properly mitigating material human rights risks.

#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks.

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<sup>7</sup> <https://www.brennencenter.org/our-work/analysis-opinion/private-prison-companies-enormous-windfall-who-stands-gein-ice-expands>

<sup>8</sup> <https://investors.geogroup.com/news-releases/news-release-details/goc-group-announces-five-year-contract-provide-air-operations>

<sup>9</sup> <https://amp.cnn.com/cnn/2025/07/31/politics/ice-deportation-a.f.marshals>

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November 19, 2025

Joe Negron  
Senior Vice President, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, FL 33431

Dear Mr. Negron:

The Congregation of Sisters of St. Agnes ("CSA") has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. The Congregation of Sisters of St. Agnes, a long-term investor, is currently the beneficial owner of shares of The GEO Group, Inc. ("GEO").

The enclosed proposal is requesting that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

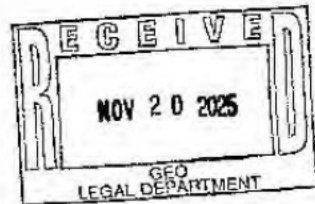
The CSA is co-filing the enclosed shareholder proposal with lead filer, the USA East Province of the Society of Jesus (UEA Province) for inclusion in the 2026 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. As of November 19, 2025, the CSA has been a shareholder continuously for more than three years holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is included in this packet. One of the filers will attend the Annual Meeting to present the proposal as required by SEC rules. We authorize the UEA Province to withdraw on our behalf if an agreement is reached.

We will plan to participate in any meetings on this proposal to the extent we are available at the time selected by the lead filer and our company. Please direct all future correspondence regarding this proposal to Maxwell Homans of Mercy Investment Services, Inc. who is authorized to speak and negotiate on the Congregation of Sisters of St. Agnes behalf. Maxwell's contact information is:

[REDACTED]

Best regards,

*Hertha Longo, CSA*  
Sister Hertha Longo, CSA  
Treasurer



**RESOLVED:** Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

**WHEREAS:** With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

In the UNGPs, human rights due diligence is one of three requirements of the corporate responsibility to respect human rights.<sup>2</sup> Under United Nations ("UN") conventions, "The widespread or systematic practice of enforced disappearance constitutes a crime against humanity," and criminal responsibility befalls "Any person who... induces the commission of... is an accomplice to or participates in an enforced disappearance."<sup>3</sup> International standards require parties avoid complicity in enforced disappearances, with consequent criminal liability risk.

Yet, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador; the University of Washington's Center for Human Rights (UWCHR) identified that on "March 8, 2025—11 people were booked out for removal from the NWDC, including six Venezuelan men sent to CECOT prison in El Salvador."<sup>4</sup> UN human rights experts have stated that "deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law."<sup>5</sup> GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility.<sup>6</sup>

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<sup>1</sup> <https://www.geogroup.com/geo-global-human-rights-policy>

<sup>2</sup> UNGP 15

[https://www.ohchr.org/sites/default/files/documents/publications/guidingprinciplesbusinesshr\\_on.pdf](https://www.ohchr.org/sites/default/files/documents/publications/guidingprinciplesbusinesshr_on.pdf)

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<sup>6</sup> <https://www.theguardian.com/us-news/ng-interactive/2025/sep/12/ice-detention-alexandria-staging-facility>

Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

Department of Homeland Security Transportation Orders obtained by UWCHR instruct GTI buses to pick up detainees at ICE's Seattle Hold Room and transport them directly to planes via the tarmac of the Seattle-Tacoma International Airport. These orders document GTI as the party responsible immediately prior to deportation flights.

GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may "involve enforced disappearances." Shareholders are concerned that the company is not properly mitigating material human rights risks.

#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks,

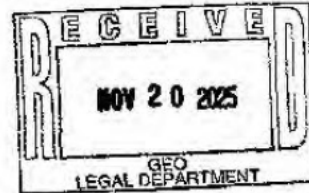
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<sup>7</sup> <https://www.bronnancenter.org/our-work/analysis-opinion/private-prison-companies-enormous-windfall-who-stands-gain-ice-expands>

<sup>8</sup> <https://investors.geogroup.com/news-releases/news-release-details/geo-group-announces-five-year-contract-provide-air-operations>

<sup>9</sup> <https://amp.cnn.com/cnn/2025/07/31/politics/ice-deportation-air-marshals>

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November 19<sup>th</sup>, 2025

Joe Negron  
Senior Vice President, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, Florida 33431

Re: Shareholder proposal submitted by the Sisters of Providence, Mother Joseph

Dear Mr. Negron,

The Sisters of Providence, Mother Joseph is submitting the attached proposal, pursuant to the Securities and Exchange Commission's Rule 14a-8, to be included in the proxy statement of the GEO Group, Inc. (the "Company") for its 2026 annual meeting of shareholders. The Sisters of Providence, Mother Joseph is co-filing the proposal with lead filer, the USA East Province of the Society of Jesus. In its submission letter, the lead will provide dates and times of ability to meet. We designate the lead filer to meet initially with the Company but may join the meeting subject to our availability.

The Sisters of Providence, Mother Joseph, have continuously beneficially owned, for at least three years as of the date hereof, at least \$2000 worth of the Company's common stock. Verification of this ownership is attached. The Sisters of Providence, Mother Joseph intend to continue to hold such shares through the date of the Company's 2026 annual meeting of shareholders.

If you have questions for the Sisters of Providence, Mother Joseph, contact Cyndy Mathew by email: [REDACTED]

Sincerely,

Cyndy Mathew  
Chief Financial Officer

Encl: Shareholder Resolution  
Verification of Ownership



**RESOLVED:** Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

**WHEREAS:** With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by International standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

In the UNGPs, human rights due diligence is one of three requirements of the corporate responsibility to respect human rights.<sup>2</sup> Under United Nations ("UN") conventions, "The widespread or systematic practice of enforced disappearance constitutes a crime against humanity," and criminal responsibility befalls "Any person who... induces the commission of... is an accomplice to or participates in an enforced disappearance."<sup>3</sup> International standards require parties avoid complicity in enforced disappearances, with consequent criminal liability risk.

Yet, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador: the University of Washington's Center for Human Rights (UWCHR) identified that on "March 8, 2025—11 people were booked out for removal from the NWDC, including six Venezuelan men sent to CECOT prison in El Salvador."<sup>4</sup> UN human rights experts have stated that "deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law."<sup>5</sup> GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility.<sup>6</sup>

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<sup>1</sup> <https://www.geogroup.com/geo-global-human-rights-policy>

<sup>2</sup> UNGP 15

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<sup>4</sup> Article 5 and Article 6, <https://www.ohchr.org/en/instruments-mechanisms/instruments/international-convention-protection-all-persons-enforced>

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<sup>7</sup> <https://www.theguardian.com/us-news/ng-interactive/2025/sep/12/ice-detention-alexandria-staging-facility>

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Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

Department of Homeland Security Transportation Orders obtained by UWCHR instruct GTI buses to pick up detainees at ICE's Seattle Hold Room and transport them directly to planes via the tarmac of the Seattle-Tacoma International Airport. These orders document GTI as the party responsible immediately prior to deportation flights.

GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may "involve enforced disappearances." Shareholders are concerned that the company is not properly mitigating material human rights risks.

#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks.

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<sup>7</sup> <https://www.brennancenter.org/our-work/analysis-opinion/private-prison-companies-enormous-windfall-who-stands-gain-ice-expands>

<sup>8</sup> <https://investors.geogroup.com/news-releases/news-release-details/geo-group-announces-five-year-contract-provide-air-operations>

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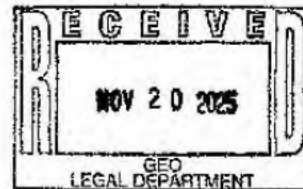
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THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

November 19, 2025

Joe Negron  
SVP, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, FL 33431



Re: Shareholder proposal for 2026 Annual Shareholder Meeting

Dear Mr. Negron,

I am submitting the attached proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of The GEO Group (the "Company") for its 2026 annual meeting of shareholders. I am co-filing the Proposal with lead filer the USA Province of the Society of Jesus on behalf of the Sisters of St. Francis of Philadelphia. In its submission letter, the USA Province of the Society of Jesus has provided dates and times of availability. I designate the lead filer to meet initially with the company but may join the meeting subject to my availability.

The Sisters of St. Francis have continuously beneficially owned, for at least three years as of the date hereof, at least \$2,000 worth of the Company's common stock. Verification of this ownership is attached. We intend to continue to hold such shares through the date of the Company's 2026 annual meeting of shareholders.

I authorize the USA Province of the Society of Jesus to engage with the company on my behalf, including in the case of a withdrawal agreement. Please address all communications related to the proposal to Rev. Bryan V. Pham. He can be reached at [REDACTED]

Sincerely,

Tom McCann  
Director, Corporate Social Responsibility  
Sisters of St. Francis of Philadelphia

RESOLVED: Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

WHEREAS: With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs"),

In the UNGPs, human rights due diligence is one of three requirements of the corporate responsibility to respect human rights.<sup>2</sup> Under United Nations ("UN") conventions, "The widespread or systematic practice of enforced disappearance constitutes a crime against humanity," and criminal responsibility befalls "Any person who... Induces the commission of... Is an accomplice to or participates in an enforced disappearance."<sup>3</sup> International standards require parties avoid complicity in enforced disappearances, with consequent criminal liability risk.

Yet, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador: the University of Washington's Center for Human Rights (UWCHR) identified that on "March 8, 2025—11 people were booked out for removal from the NWDC, including six Venezuelan men sent to CECOT prison in El Salvador."<sup>4</sup> UN human rights experts have stated that "deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law."<sup>5</sup> GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility.<sup>6</sup>

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Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

Department of Homeland Security Transportation Orders obtained by UWCHR instruct GTI buses to pick up detainees at ICE's Seattle Hold Room and transport them directly to planes via the tarmac of the Seattle-Tacoma International Airport. These orders document GTI as the party responsible immediately prior to deportation flights.

GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may "involve enforced disappearances." Shareholders are concerned that the company is not properly mitigating material human rights risks.

#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks.

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<sup>9</sup> <https://amp.cnn.com/cnn/2025/07/31/politics/ice-deportation-air-marshals>

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Dominican Sisters of Springfield Illinois



November 19, 2025

Joe Negron  
Senior Vice President, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, Florida 33431

Re: Shareholder proposal for 2026 Annual Shareholder Meeting

Dear Joe Negron,

I am submitting the attached proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of The GEO Group, Inc. (the "Company") for its 2026 annual meeting of shareholders. I am co-filing the Proposal with lead filer, Mercy Investment Services, on behalf of the Dominican Sisters of Springfield, Il.. In its submission letter, Mercy Investment Services will provide dates and times of ability to meet. I designate the lead filer to meet initially with the Company but may join the meeting subject to my availability.

The Dominican Sisters of Springfield, Il., have continuously beneficially owned, for at least three years as of the date hereof, at least \$2,000 worth of the Company's common stock. Verification of this ownership is attached. We intend to continue to hold such shares through the date of the Company's 2026 annual meeting of shareholders.

I authorize Mercy Investment Services to engage with the company on my behalf regarding this matter, including in the case of a withdrawal agreement. Please address all communications related to the proposal to Katie McCloskey at Mercy Investment Services. Katie can be contacted by email at [REDACTED]

If you have any questions or need additional information, I can be contacted by email at [smkoch@spdom.org](mailto:smkoch@spdom.org). Thank you.

Sincerely,

*Sr. Marcelline Koch, OP*

Sr. Marcelline Koch, OP  
Dominican Sisters of Springfield, Il.,

**RESOLVED:** Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

**WHEREAS:** With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

In the UNGPs, human rights due diligence is one of three requirements of the corporate responsibility to respect human rights.<sup>2</sup> Under United Nations ("UN") conventions, "The widespread or systematic practice of enforced disappearance constitutes a crime against humanity," and criminal responsibility befalls "Any person who... induces the commission of... is an accomplice to or participates in an enforced disappearance."<sup>3</sup> International standards require parties avoid complicity in enforced disappearances, with consequent criminal liability risk.

Yet, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador: the University of Washington's Center for Human Rights (UWCHR) identified that on "March 8, 2025—11 people were booked out for removal from the NWDC, including six Venezuelan men sent to CECOT prison in El Salvador."<sup>4</sup> UN human rights experts have stated that "deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law."<sup>5</sup> GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility.<sup>6</sup>

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Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

Department of Homeland Security Transportation Orders obtained by UWCHR instruct GTI buses to pick up detainees at ICE's Seattle Hold Room and transport them directly to planes via the tarmac of the Seattle-Tacoma International Airport. These orders document GTI as the party responsible immediately prior to deportation flights.

GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may "involve enforced disappearances." Shareholders are concerned that the company is not properly mitigating material human rights risks.

#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks.

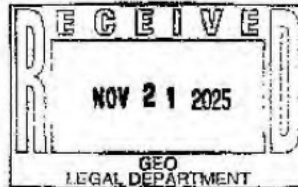
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<sup>9</sup> <https://amp.cnn.com/cnn/2025/07/31/politics/ice-deportation-air-marshals>

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## Benedictine Sisters

285 Oblate Drive  
San Antonio, TX 78216

November 19, 2025

Joe Negron  
Senior Vice President, Legal Services, General Counsel and Corporate Secretary  
The GEO Group, Inc.  
4955 Technology Way  
Boca Raton, Florida 33431

Dear Mr. Negron:

I am writing you on behalf of the Benedictine Sisters, Boerne, Texas to co-file the stockholder resolution on International Human Rights Law. In brief, the proposal states:

RESOLVED, Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

We are submitting the attached proposal pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of The GEO Group, Inc. for its 2026 annual meeting of shareholders. We are co-filing the Proposal with lead filer The USA East Province of the Society of Jesus (UEA Province). In the lead filer submission letter, The USA East Province of the Society of Jesus (UEA Province) will provide dates and times of ability to meet. We designate the lead filer to meet initially with the Company but may join the meeting subject to our availability.

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We have continuously held beneficial ownership of at least \$2,000 worth of the Company's common stock for over 3 years as of today. Verification of this ownership will be sent under separate cover. We intend to continue to hold such shares through the date of the Company's 2026 annual meeting of shareholders.

We truly hope that the company will be willing to dialogue with the filers about this proposal. We consider The USA East Province of the Society of Jesus (UEA Province) the lead filer of this resolution. As such, The USA East Province of the Society of Jesus (UEA Province), serving as the primary filer, is authorized to act on our behalf in all aspects of the resolution, including negotiation and we deputize them to withdraw the resolution on our behalf if an agreement is reached. Please note that the contact person for this resolution/proposal will be Rev. Bryan V. Pham, S.J., J.D., J.C.D., Ph.D., of The USA East Province of the Society of Jesus (UEA Province), who may be reached by phone [REDACTED] or by email: [REDACTED]

As a co-filer, we respectfully request that any correspondence sent to the primary filer also be copied to us. Additionally, we kindly ask that the names of all co-filers be included in the proxy.

Sincerely,

*Sr. Susan Mika*

Sr. Susan Mika, OSB  
Director, Corporate Responsibility

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### The GEO Group, Inc. International Human Rights Law

**RESOLVED:** Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group's ("GEO's") due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

**WHEREAS:** With shareholder support, GEO adopted a Global Human Rights Policy in 2013, revised in 2025,<sup>1</sup> guided by international standards, including the United Nations Guiding Principles on Business and Human Rights ("UNGPs").

In the UNGPs, human rights due diligence is one of three requirements of the corporate responsibility to respect human rights.<sup>2</sup> Under United Nations ("UN") conventions, "The widespread or systematic practice of enforced disappearance constitutes a crime against humanity," and criminal responsibility befalls "Any person who... induces the commission of... is an accomplice to or participates in an enforced disappearance."<sup>3</sup> International standards require parties avoid complicity in enforced disappearances, with consequent criminal liability risk.

Yet, GEO remains deeply involved in deportation flight operations. For example, GEO's Northwest Detention Center (NWDC) in Tacoma, Washington has been linked to deportations to El Salvador: the University of Washington's Center for Human Rights (UWCHR) identified that on "March 8, 2025—11 people were booked out for removal from the NWDC, including six Venezuelan men sent to CECOT prison in El Salvador."<sup>4</sup> UN human rights experts have stated that "deportations [to El Salvador] and related incommunicado detentions appeared to involve enforced disappearances, contrary to international law."<sup>5</sup> GEO assists deportation operations across the U.S., including from its Alexandria, Louisiana facility.<sup>6</sup>

Additionally, GEO's wholly-owned subsidiary, GEO Transport, Inc. ("GTI"), is the largest provider of transportation for U.S. Immigration and Customs Enforcement ("ICE").<sup>7</sup> GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.<sup>8</sup> The Air Marshal National Council stated that the federal government contracted GTI to provide security on board ICE deportation flights.<sup>9</sup>

Department of Homeland Security Transportation Orders obtained by UWCHR instruct GTI buses to pick up detainees at ICE's Seattle Hold Room and transport them directly to planes via the tarmac of the Seattle-Tacoma International Airport. These orders document GTI as the party responsible immediately prior to deportation flights.

GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may "involve enforced disappearances." Shareholders are concerned that the company is not properly mitigating material human rights risks.

#### SUPPORTING STATEMENT

Shareholders seek information, at the board and management's discretion, through a report that could describe GEO's due diligence process to prevent involvement in cases of enforced disappearance; the board's role in overseeing the management of risks associated with deportation operations; assessment of international law and material risks to shareholder value; and recommendation of additional measures, if any, to mitigate risks.

<sup>1</sup> <https://www.geogroup.com/geo-global-human-rights-policy>

<sup>2</sup> UNGP 15 [https://www.ohchr.org/sites/default/files/documents/publications/ruidmpnprinciplesbusinesshr\\_en.pdf](https://www.ohchr.org/sites/default/files/documents/publications/ruidmpnprinciplesbusinesshr_en.pdf)

<sup>3</sup> Article 6 and Article 5, <https://www.ohchr.org/en/instruments-mechanisms/instruments/international-convention-protection-all-persons-enforced>

<sup>4</sup> <https://jshs.washington.edu/humanrights/2025/08/23/goss-human-rights-violations-washington-state-enforced-disappearance-and-refoulement/> 5

<https://www.rhcr.org/articles/crises-2025/04/un-experts-armed-illegal-deportations-united-states-el-salvador>

<sup>6</sup> <https://www.thequardian.com/us/news/interactive/2025/aug/12/ice-detention-alexandria-staging-facility>

<sup>7</sup> <https://www.brocktonherald.com/business/analysis/obinion/private-prison-companies-and-citizens-would-fall-who-stands-between-ice-expands>

<sup>8</sup> <https://investor.geogroup.com/news-releases/news-release-details/geo-awards-five-year-contract-to-provide-air-operations>

<sup>9</sup> <https://arvo.org.com/2025/07/21/poll/ice-deportation-removals>

January 5, 2026

Via shareholder proposal portal

Securities and Exchange Commission  
Office of the Chief Counsel  
Division of Corporation Finance  
100 F Street, NE  
Washington, DC 20549

Re: Request by The GEO Group Inc. to omit proposal submitted by the USA East Province of the Society of Jesus and co-filers

Ladies and Gentlemen:

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the USA East Province Society of Jesus and 14 co-filers (the “Proponents”) submitted a shareholder proposal (the “Proposal”) to The GEO Group Inc. (“GEO” or the “Company”). The Proposal asks GEO’s board to report on its due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

In a letter to the Division dated December 30, 2025 (the "No-Objection Request"), GEO stated that it intends to omit the Proposal from its proxy materials to be distributed to shareholders in connection with the Company's 2026 annual meeting of shareholders and asked the Division of Corporation Finance to issue a letter stating that it would not object to that exclusion. GEO argues that it is entitled to exclude the Proposal in reliance on Rule 14a-8(i)(3), on the ground that the Proposal contains materially false or misleading statements; and Rule 14a-8(i)(7), arguing that the Proposal deals with GEO’s ordinary business operations. GEO is not entitled to exclude the Proposal on either of those bases.

**The Proposal**

The Proposal states:

RESOLVED: Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the effectiveness of GEO Group’s (“GEO’s”) due diligence process to determine whether its services contribute to violations of international human rights law and expose the company to material risks.

### Materially False or Misleading Statements

Rule 14a-8(i)(3) allows a company to exclude portions of a proposal or, in some cases, the proposal in its entirety, if they contain materially false or misleading statements. GEO argues that the Proposal as a whole is excludable because “the Proposal and supporting statement conveys the impression that the Company through the provision of its transportation services to its government customers is engaging in enforced disappearances in violation of international human rights law” and “this erroneous impression is a central element of the Proposal.”<sup>1</sup>

GEO’s claim is not supported by the Proposal’s language. The resolved clause asks GEO to report on its due diligence process for analyzing whether it is contributing to violations of international human rights law and does not make any claim about whether such violations have occurred.

Nor does the whereas-clause section contend that GEO is currently violating international human rights law or contributing to violations by others. Instead, it makes several factual assertions, none of which GEO claims is inaccurate:

- “[T]he widespread or systematic practice of forced disappearance constitutes a crime against humanity”
- “International standards require parties avoid complicity in enforced disappearances”
- “GEO remains deeply involved in deportation flight operations”
- “[On] March 8, 2025—11 people were booked out for removal from [GEO’s] NWDC, including six Venezuelan men sent to CECOT prison in El Salvador.”
- “UN human rights experts have stated that ‘deportations [to El Salvador] and related incommunicado detentions appeared to involve forced disappearances, contrary to international law.’”
- “GEO’s wholly-owned subsidiary, GEO Transport Inc. (‘GTI’), is the largest provider of transportation for U.S. Immigration and Customs Enforcement (‘ICE’). GTI was awarded a five-year contract to provide air operations support services on behalf of ICE.”
- “Department of Homeland Security Transportation Orders . . . instruct GTI buses to pick up detainees at ICE’s Seattle Hold Room and transport them directly to planes via the tarmac of the Seattle-Tacoma International Airport.”

Those statements, together, are intended to provide support for the whereas statement that “GEO and its subsidiary GTI provide transportation to and security on deportation flights, including cases that may ‘involve forced disappearances.’” May involve is not the same as do involve, and only the latter would support GEO’s argument for exclusion. Similarly, the supporting statement suggests that the requested report “could describe GEO’s due diligence process to prevent involvement in cases of forced disappearance.” The use of the word “prevent” here undermines GEO’s claim that the “entire theme and premise of the Proposal is that the Company is engaging in forced disappearances in violation of human rights law.”

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<sup>1</sup> No-Objection Request, at 4

In sum, the Proposal is not materially false or misleading, and GEO is thus not entitled to exclude it in reliance on Rule 14a-8(i)(3).

### **Ordinary Business**

Rule 14a-8(i)(7) allows exclusion of proposals related to a company's ordinary business operations. GEO urges that the Proposal deals with the Company's ordinary business operations because the subject of the Proposal is not human rights but rather GEO's services or its legal compliance program.

GEO is trying to resuscitate arguments it made in an unsuccessful 2019 request to exclude a proposal similar to the Proposal, which asked the Company to report on how it implemented the part of its Global Human Rights Policy that addresses "Respect for Our Inmates and Detainees."<sup>2</sup> It is noteworthy that the 2019 determination was issued when Staff Legal Bulletins I, J, and K were in effect; the standards established in those Bulletins were very similar to those set forth in the recent Staff Legal Bulletin 14M.<sup>3</sup>

It is true, as GEO contends,<sup>4</sup> that proposals focused on products or services or on legal compliance, absent a significant social policy issue, have been deemed excludable on ordinary business grounds. The Proposal, however, focuses solely on human rights, which has long been considered a significant social policy issue. GEO urges that the Proposal would "interject shareholders" into "[t]he Company's decision-making regarding which of the Company's services are offered to its government customers, the Company's due diligence process, its policies and procedures that govern the terms upon which the Company's services are offered to its government customers and the Company's compliance with applicable laws."

That is not the case. Nothing in the Proposal seeks to direct the conduct of GEO's business, its compliance with international law, or its human rights due diligence ("HRDD") process. The focus, instead, is on providing GEO shareholders with information about the effectiveness of the Company's HRDD processes in assessing risks of human rights violations stemming from involvement in ICE's deportation process. Likewise, the Proposal would not interject shareholders into GEO's compliance mechanisms. It is concerned solely with HRDD, consistent with GEO's adoption of a Global Human Rights Policy.<sup>5</sup>

None of the proposals in the determinations GEO cites is applicable here, as they did not involve human rights or another subject recognized as a significant policy issue:

- Amazon.com, Inc. (Mar. 17, 2016): electronic waste disposal
- FMC Corp. (Feb. 25, 2011, recon. denied, Mar. 16, 2011): harmful pesticides
- Lowe's Companies, Inc. (Mar. 8, 2017): risks related to lead exposure
- Texas Pacific Land Corp. (Hubert) (Sept. 5, 2023): preparation of proxy materials
- Eagle Bancorp, Inc. (Mar. 29, 2022): review of investigations

<sup>2</sup> See The GEO Group Inc. (Mar. 15, 2019)

<sup>3</sup> Staff Legal Bulletin 14M (Feb. 12, 2025)

<sup>4</sup> No-Objection Request, at 5-6

<sup>5</sup> [https://www.geogroup.com/Portals/0/Corp%20Governance%20Documents/Human\\_Rights\\_Policy.pdf](https://www.geogroup.com/Portals/0/Corp%20Governance%20Documents/Human_Rights_Policy.pdf)

- Navient Corp. (Mar. 26, 2015, recon. denied Apr. 8, 2015): internal controls over student loan servicing operations
- Raytheon Co. (Mar. 25, 2013): implementation of certain employment-related laws
- Sprint Nextel Corp. (Mar. 16, 2010, recon. denied Apr. 20, 2010): adoption of a code of ethics
- The Coca-Cola Co. (Jan. 9, 2008): product quality testing
- Halliburton Co. (Mar. 10, 2006): efforts to reduce or eliminate violations and investigations
- Pfizer Inc. (Feb. 16, 2011); The TJX Companies, Inc. (Mar. 29, 2011); Amazon.com, Inc. (Mar. 21, 2011); Wal-Mart Stores Inc. (Mar. 21, 2011); Lazard Ltd (Feb. 16, 2011): tax avoidance
- PayPal Holdings Inc. (Apr. 10, 2023): account suspensions/closures that may reasonably be expected to limit freedom of expression or access to information or financial services
- JPMorgan Chase & Co. (National Legal and Policy Center) (Mar. 21, 2023): requests to close, or in issuing warnings of imminent closure about, customer accounts by any federal government agency

A proposal that focuses solely on human rights stands on a different footing from these proposals. The Staff has consistently declined to concur with companies that they could exclude human rights proposals on ordinary business grounds.<sup>6</sup> More specifically, proposals, like the Proposal, addressing companies' implementation of their human rights policies have been found to address a significant social policy issue. For example, the Staff denied no-action relief on a proposal seeking a report on the efficacy of Alphabet's<sup>7</sup> policies and practices to address human rights impacts of its content management policies. The Staff found unpersuasive Wendy's<sup>8</sup> argument that a proposal requesting a report on the extent to which Wendy's policies and practices effectively protect workers in its food supply chain from human rights violations related to the ordinary business matter of "supplier relationships."

The specific argument GEO makes here, that the Proposal's subject is actually the sale of the company's services, rather than human rights, has failed on many occasions to persuade the Staff to allow exclusion of proposals asking companies to disclose their HRDD processes or conduct HRDD. Some examples, in addition to the 2019 GEO proposal discussed above that was the subject of an unsuccessful ordinary business challenge, include:

- Northrop Grumman (2020)<sup>9</sup> claimed that the subject of a proposal asking for a report on "the results of human rights risk assessments examining the actual and potential human rights impacts associated with high-risk products and services, including those in conflict-affected areas" was how the company sells its products and services, as well as relationships with customers. The proponent countered that the proposal's primary focus was human rights, explaining that "Northrop Grumman's distinction between human rights, on the one hand, and business relationships and products and services, on the other, is artificial. It is precisely those products, services and business relationships that can give rise to supply chain human rights risks." The Staff did not grant relief.

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<sup>6</sup> See, e.g., Yahoo, Inc. (Apr. 5, 2011); Halliburton Co. (Mar. 9, 2009); Citigroup, Inc. (Feb. 21, 2008); Citigroup Inc. (Feb. 9, 2001); Abbott Laboratories (Feb. 28, 2008)

<sup>7</sup> Alphabet Inc. (Apr. 12, 2022)

<sup>8</sup> The Wendy's Company (Mar. 12, 2021)

<sup>9</sup> Northrop Grumman (Mar. 13, 2020)

- A request that Northrop Grumman (2019)<sup>10</sup> report on the management systems and processes used to implement its human rights policy survived an ordinary business challenge in which the company claimed that the proposal's subject was the company's sale of products and services. The proponent argued that the proposal's subject was human rights.
- In Amazon (2015),<sup>11</sup> the proposal requested that the company report on its "process for comprehensively identifying and analyzing potential and actual human rights risks of Amazon's entire operations and supply chain." Amazon argued that the proposal was excludable on ordinary business grounds, claiming that it "relates to the products and services offered for sale by the Company." The proponents responded that the proposal addressed the sale of products only in the context of human rights, a significant policy issue. The Staff declined to grant relief, explaining, "In our view, the proposal focuses on the significant policy issue of human rights."
- Amazon (2020)<sup>12</sup> also challenged a proposal asking the company to publish a human rights impact assessment ("HRIA") analyzing the actual and potential human rights impacts of at least one high-risk product Amazon sells. Amazon argued that the proposal's primary focus was the ordinary business matter of the "sale and sourcing of specific products." The Staff declined to grant relief.
- Meta<sup>13</sup> claimed that the subject of a proposal asking it to produce an HRIA "examining the actual and potential human rights impacts of Facebook's targeted advertising policies and practices throughout its business operations" was the company's products and services. The proponents urged that the subject was human rights, and the Staff denied Meta's request for relief.

Here, as the proponent in Northrop Grumman (2020) explained, it would not make sense for the Proposal to remain silent about GEO's services, as they are a potential source of human rights risk and provide the necessary nexus between the Company and the Proposal's subject. The Proposal does not request non-human rights disclosures about the Company's services, nor does it ask GEO to affirmatively change anything about any aspect of its services, as was the case in some of the proposals in determinations allowing exclusion on ordinary business grounds.

GEO's second argument, its claim that the Proposal's subject is actually the Company's legal and compliance program, also lacks merit. Some potential overlap between a significant policy issue that is the central focus of a proposal and legal requirements applicable to the company does not change the proposal's subject to legal compliance. The 2019 GEO determination declined to concur with an argument substantially similar to the one GEO now makes about legal compliance. As well, the Staff has rejected such an argument in a request to exclude a proposal seeking changes to a human rights policy. In Halliburton Inc.,<sup>14</sup> the proposal asked the company to "to review its policies related to human rights to assess areas where the company needs to adopt and implement additional policies and to report its findings." Halliburton argued that the proposal was excludable on ordinary business

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<sup>10</sup> Northrop Grumman Corp. (Mar. 19, 2019)

<sup>11</sup> Amazon.com, Inc. (Mar. 25, 2015).

<sup>12</sup> Amazon.com, Inc. (Apr. 1, 2020)

<sup>13</sup> Meta Platforms, Inc. (Mar. 30, 2022)

<sup>14</sup> Halliburton, Inc. (Mar. 9, 2009).

grounds because it “pertain[ed] to compliance with laws or requesting implementation of policies regarding compliance with laws,” but the Staff disagreed and declined to grant relief.

Finally, the Proposal does not simply “touch upon” human rights, as GEO claims.<sup>15</sup> As discussed above, the sole focus of the Proposal—the resolved clause, whereas clauses, and supporting statement—is human rights. In PetSmart,<sup>16</sup> by contrast, on which GEO relies, the resolved clause mixed a significant social policy issue with an issue that did not rise to that level. The proposal asked the company to require its suppliers to attest that they had not violated certain laws. PetSmart pointed out that the laws in question governed not only animal cruelty, a significant policy issue, but also mundane matters such as record keeping. The Staff concurred and granted relief, citing the breadth of the laws referenced in the proposal. The proposal in Fox<sup>17</sup> sought disclosure regarding potential negative social impact and risks to the company from continuing to inadequately distinguish between the company’s on-air news content and its opinion content, and the viability and benefits of providing public differentiation between its news and the entertainment-based nature of its non-news shows. The Staff concurred with the company’s argument that its programming is an ordinary business matter, apparently unconvinced by the proponent’s effort to persuade the Staff that the inadequate differentiation addressed by the proposal was a significant social policy issue.

The Proposal’s subject is not the services GEO provides or its legal and compliance program, but rather human rights, a longstanding and significant policy issue. Accordingly, the Proposal is not excludable on ordinary business grounds.

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The Proponents appreciate the opportunity to be of assistance in this matter. If you have any questions or need additional information, please contact me at [REDACTED]

Sincerely,



Rev. Bryan V. Pham, S.J., J.D., J.C.D., Ph.D.  
The USA East Province of the Society of Jesus

cc: Esther L. Moreno, Esq.  
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<sup>15</sup> No-Objection Request, at 9

<sup>16</sup> PetSmart, Inc. (Mar. 24, 2011)

<sup>17</sup> Fox Corp. (Sept. 19, 2024)