

GARDA WORLD SECURITY CORPORATION



WHISTLE-BLOWER POLICY

Canadian securities regulators have established rules requiring public companies to establish procedures for: (a) the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting, auditing and/or related matters. In particular the Securities Administrators' Multilateral Instrument 52-110 requires an anonymous reporting procedure to be established by each public company.

As a reporting issuer in Canada, the integrity of the financial and other information of Garda World Security Corporation ("Garda"), together with that of its current and future subsidiaries, is vital. All Garda employees are encouraged to discuss any suspected violations of good business practices by Garda, or violations of any applicable governmental laws, rules or regulations, with either their immediate supervisor or with the Ombudsman (being Mr. Guy Côté).

All Garda employees are encouraged to report, either orally or in writing, to either their immediate supervisor or to the Ombudsman all evidence of activity by a Garda department or employee that may constitute:

- Instances of corporate fraud;
- Unethical business conduct;
- A violation of Federal or Provincial law;
- A violation of, or deficiency in, Garda's accounting policies or internal accounting control systems, or any deficiency in Garda's public financial or other disclosures;
- Substantial and specific danger to the employees' or to the public's health and safety; or
- Retaliation for any good faith report complaint or other disclosure made pursuant to this policy.

Employees are encouraged to provide as much specific information as possible, including names, dates, places, and events that took place; the employee's perception of why the incident(s) may be a violation as aforesaid; and what action the employee recommends be taken in this respect. Anonymous written or telephonic communications will be accepted and are actively encouraged and employees who choose to identify themselves will receive a reply to their report within twenty (20) working days or as soon as practicable thereafter.

All complaints and concerns will be taken seriously and kept confidential except to the extent information is required to be disclosed in the investigation process as described in this policy, or is required by law.

If you identify yourself when raising a complaint or concern, your name will not be disclosed unless you consent or unless the law requires such disclosure. However, if you raise a complaint or concern and after an investigation it is determined that the complaint was made maliciously or recklessly, your identity may be disclosed. Any Garda employee who in good faith reports such incidents as described above will be protected from any retaliation, discharge, demotion, suspension, harassment, or any threat thereof, or from any other types of discrimination whatsoever, including, but not limited to, matters of compensation or other terms and conditions of employment, that are directly related to the disclosure of such reports. In addition, no employee may, nor will they, be adversely affected in any manner whatsoever because the employee refused to carry out a directive which, in fact, constitutes corporate fraud or is a violation of Federal or Provincial law.

Following the receipt of any complaints submitted hereunder, the Ombudsman will investigate each matter so reported; will immediately convey to the Chief Financial Officer (Mr. Patrick Prince) and to the Chair of Garda's Audit Committee, any complaint dealing with Garda's financial statements or other disclosures, accounting, internal or disclosure controls, auditing matters or any other aspect of Garda's financial operations or conduct. The Chair of the Audit Committee, in concert with the Chief Executive Officer (Mr. Stéphan Crétier) and the Chief Financial Officer will promptly take corrective and disciplinary actions, if appropriate, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment.

The Ombudsman and the Chair of Garda's Audit Committee may, in their respective discretion, enlist Garda employees and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints so received regarding financial statement disclosures, disclosure concerns or violations, accounting, internal accounting controls, auditing matters or violations of good and ethical business practices by Garda or any of its affiliates. In the conduct of any such investigation, every reasonable effort will be made to protect the confidentiality and anonymity of the complainant.

The Ombudsman shall keep a written record of all such reports or inquiries and make quarterly reports of the same to both the Chief Executive Officer of Garda and the Audit Committee. If the contact is in the nature of an alleged violation with regard to Garda's financial statements or other disclosures, accounting, internal or disclosure controls, or auditing matters, primary responsibility for investigating the allegation shall be that of the Chair of the Audit Committee, supported by the Chief Executive Officer, who shall immediately notify the complainant that the complaint has been received and begin the procedures outlined above.