

**Company Number: 2048608**

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

of

**SERCO GROUP plc**  
(the "Company")

**(Passed on 14 May 2012)**

At the Annual General Meeting of the Company duly convened and held at Linklaters LLP, One Silk Street, London EC2Y 8HQ on 14 May 2012 the following resolutions were duly passed, resolutions 1, 3 and 5 as Special Resolutions and resolutions 2 and 4 as Ordinary Resolutions of the Company:

**Share buyback**

1. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of that Act) of the Company's ordinary shares of 2p each provided that:
  - a) the maximum number of ordinary shares that may be purchased under this authority is £49,817,517;
  - b) the minimum price which may be paid for an ordinary share purchased under this authority is 2p (exclusive of expenses, if any, payable by the Company);
  - c) the maximum price which may be paid for an ordinary share purchased under this authority is an amount equal to the higher of (a) 5% above the average of the middle market prices shown in the quotations for the ordinary shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased and (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003);
  - d) this authority will expire at the conclusion of the Company's next Annual General Meeting in 2013 or, if earlier 30 June 2013; and
  - e) a contract, or contracts, to purchase ordinary shares entered into by the Company before the expiry of this authority can be executed, wholly or partly, by the Company after the expiry of this authority.

**Directors' authority to allot shares**

2. To generally and unconditionally authorise the Directors pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert any security into shares:
  - i) up to a maximum nominal amount of £3,287,956;

ii) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further nominal amount of £3,287,956 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the conclusion of the next Annual General Meeting or on 30 June 2013, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this resolution, "rights issue" means an offer to:

- a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- b) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

### **Disapplication of pre-emption rights**

3. Subject to passing of resolution 2 above,

- i) the power conferred on the Directors by paragraph 5.3 of Article 5 of the Company's Articles of Association be renewed for the period referred to in such Resolution and for such period the Section 561 Amount shall be £498,175; and
- ii) the Directors be empowered to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by paragraph ii) of Resolution 2 above in connection with a rights issue as if Section 561(1) of the 2006 Act did not apply to such allotment, such power to expire at the end of the next Annual General Meeting in 2013 or on 30 June 2013, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

For the purposes of this resolution "rights issue" has the same meaning as in resolution 2 above.

### **Political Donations**

4. That the Company and any company which is or becomes its subsidiary during the period to which this resolution has effect, be and is hereby authorised for the purposes of Part 14 of the Companies Act 2006 during the period commencing on the date of the passing of this resolution and ending at the conclusion of the Company's next Annual General Meeting to:

- a. make political donations to political parties and/or independent election candidates;
- b. make political donations to political organisations other than political parties; and
- c. incur political expenditure;

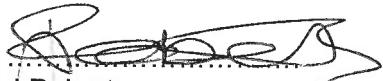
provided that the total aggregate amount of political donations and political expenditure pursuant to this authority shall not exceed £130,000 for the Group as a whole, and the amount authorised under each of the paragraphs (a) to (c) shall be limited to such amount.

All existing authorisations and approvals relating to political donations or political expenditure under Part 14 of the Companies Act 2006 are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

For the purposes of this resolution, the terms 'political donation', 'political parties', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Companies Act 2006.

#### **Notice of Meetings**

5. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.



J Roberts  
Secretary  
14 May 2012

Serco Group plc, Serco House, 16 Bartley Wood Business Park  
Bartley Way, Hook, Hants., RG27 9UY