

Attendance Card for the Annual General Meeting

The 2014 Annual General Meeting of Serco Group plc is to be held at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ at 11.00am on Thursday 8 May 2014.

The address shown opposite is how it appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0871 384 2932 or +44 (0)121 415 7047 from overseas to advise them of any changes required.

Calls to 0871 numbers cost 8p per minute plus network extras. Lines are open 8.30am to 5.30pm, Monday to Friday.

If you wish to attend the Meeting, please sign this Attendance Card (below) and bring it with you to the Meeting, where it should be presented on arrival at one of the registration desks.

Signature _____

Please read the Notice of Meeting and the accompanying notes carefully before completing the Form of proxy below.

Form of proxy

Serco Group plc

Form of proxy for use at the 2014 Annual General Meeting (AGM) of Serco Group plc to be held at 11.00am on Thursday 8 May 2014

Voting ID	Task ID	Shareholder Reference No.

If you wish, you can submit your proxy electronically at www.sharevote.co.uk using the above numbers.

I/We being (a) holder(s) of ordinary shares of the Company, hereby appoint (see note 1) the Chairman of the meeting or

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting to be held at 11.00am on Thursday 8 May 2014 and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made (see note 2): ☐

Please indicate with an "X" in the appropriate boxes how you wish your proxy or proxies to vote or whether you wish them to withhold your vote (see note 3).

Resolutions

Resolutions		Vote					Vote		
		For	Against	Withheld			For	Against	Withheld
1.	To receive the Annual Report and Accounts for the year ended 31 December 2013	☐	☐	☐	13.	To re-elect Ralph D Crosby Jr as a Non-Executive Director	☐	☐	☐
2.	To approve the Annual Report on Remuneration for the year ended 31 December 2013	☐	☐	☐	14.	To re-elect Angie Risley as a Non-Executive Director	☐	☐	☐
3.	To approve the Directors' Remuneration Policy	☐	☐	☐	15.	To reappoint Deloitte LLP as auditors of the Company	☐	☐	☐
4.	To declare a final dividend on the ordinary shares of the Company	☐	☐	☐	16.	That the Directors be authorised to agree the remuneration of the auditors	☐	☐	☐
5.	To elect Edward J Casey Jr as an Executive Director	☐	☐	☐	17.	To authorise the Company to make market purchases of its own shares within the meaning of Section 693(4) of the Companies Act 2006	☐	☐	☐
6.	To elect Rupert Soames as an Executive Director	☐	☐	☐	18.	To authorise the Directors to allot relevant securities in accordance with the Company's Articles of Association	☐	☐	☐
7.	To elect Michael Clasper as a Non-Executive Director	☐	☐	☐	19.	To disapply statutory pre-emption rights	☐	☐	☐
8.	To elect Rachel Lomax as a Non-Executive Director	☐	☐	☐	20.	To authorise the Company or any company which is or becomes its subsidiary during the period to which this resolution has effect to make political donations	☐	☐	☐
9.	To elect Tamara Ingram as a Non-Executive Director	☐	☐	☐	21.	That a general meeting other than an annual general meeting may be called on not less than 14 days' clear notice	☐	☐	☐
10.	To re-elect Alastair Lyons as a Non-Executive Director	☐	☐	☐					
11.	To re-elect Andrew Jenner as an Executive Director	☐	☐	☐					
12.	To re-elect Malcolm Wyman as a Non-Executive Director	☐	☐	☐					

Date

3411-030-S

Signature

Explanatory notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights to attend, speak and vote on their behalf at the meeting. If you wish to appoint a proxy, please complete, sign and return the form of proxy (see reverse) after carefully reading the form of proxy and the instructions below. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If more than one proxy is to be appointed then each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope (see note 12 for address).
3. The 'Vote Withheld' option overleaf is provided to enable you to instruct your proxy or proxies to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. If this form of proxy is signed by someone else on your behalf, their authority to sign must be returned with this form of proxy. Where the appointer is a corporation this form of proxy must be executed by the corporation under its common seal, or executed under the hand of an agent or officer, duly authorised in writing.
5. In the absence of any instruction, the proxy will vote or abstain on the resolutions at his or her discretion as to whether, and if so how, he or she votes. On any other business arising at the meeting (including any motion to amend a resolution or adjourn the meeting) the proxy will act at his or her discretion.
6. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6:00pm on the day which is two days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA 19) no later than 11.00am on Tuesday 6 May 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
8. If you wish to submit your proxy appointment electronically, please visit www.sharevote.co.uk. You will need your unique voting ID, task ID and shareholder reference number which are printed on this form in order to log in. Full instructions on how to complete the voting process are provided on the website. Electronic proxies must be lodged on the website no later than 11.00am on Tuesday 6 May 2014.
9. In the case of joint holders anyone of them may sign, but if more than one holder votes, the vote of the one whose name appears first on the Register of Members shall be accepted to the exclusion of the votes of the other joint holders.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. Completion and return of the form of proxy, or appointing your proxy electronically, will not preclude you from attending and voting at the meeting instead of your proxy, if you so wish.
12. **To be valid this form of proxy or other instrument appointing a proxy or proxies must be received no later than 11.00am on Tuesday 6 May 2014.** If you would prefer to return your form of proxy in an envelope, it can be returned, postage paid to FREEPOST RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU.
13. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.
14. Any alterations made to this form should be initialled.

Business Reply Plus
Licence Number
RTAR-CULL-CXSR



Equiniti
Aspect House
Spencer Road
LANCING
BN99 8HL