

Attendance Card for the General Meeting to be held on 30 March 2015

The General Meeting of Serco Group plc (the Company) is to be held at the offices of Clifford Chance LLP at 10 Upper Bank Street, London E14 5JJ at 10.00 a.m. on Monday 30 March 2015 (the General Meeting).



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 General Meeting, please sign this Attendance Card (below) and bring it with you to the General 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 General Meeting of Serco Group plc to be held at 10.00 a.m. on Monday 30 March 2015

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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

Number of ordinary shares this proxy appointment relates to

as my/our proxy to vote for me/us on my/our behalf at the General Meeting to be held at 10.00 a.m. on Monday 30 March 2015 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).

Resolution

That, subject to and conditional upon admission to listing on the premium segment of the Official List by the UK Listing Authority and to trading on the London Stock Exchange plc's market for listed securities of the new ordinary shares of 2 pence each to be issued by the Company in connection with the issue by way of rights of up to 549,265,547 new ordinary shares at a price of 101 pence per new ordinary share to qualifying shareholders on the register of members of the Company at close of business on 26 March 2015 (the "**Rights Issue**"), and in addition to all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £10,985,310.94 pursuant to or in connection with the Rights Issue, such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2015 (or adjournment thereof), save that the Company may allot shares in connection with the Rights Issue pursuant to any agreement entered into at any time prior to such expiry (whether before or after the passing of this resolution) which would, or might, require shares in the Company to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if this authority had not expired. References in this resolution to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in the Companies Act 2006) are to the nominal amount of shares that may be allotted pursuant to the rights.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3411-033-S

Date

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 15 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 (excluding any non-working day) 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. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID number RA 19) by 10.00 am on Thursday 26 March 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. 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 10.00 am on Thursday 26 March 2015.
12. 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.
13. 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.
14. 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.
15. To be valid this form of proxy or other instrument appointing a proxy or proxies must be received no later than 10.00 am on Thursday 26 March 2015. 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 provided that it is received no later than 10.00 am on Thursday 26 March 2015.
16. 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. Any electronic communication sent by a shareholder to the Company or to the Registrar which is found to contain a computer virus will not be accepted.
17. 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