

Notice of Annual General Meeting

This document is important and requires your immediate attention

If you are in any doubt about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in Serco Group plc, you should forward this document and the accompanying form of proxy to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Letter from the Chairman

23 March 2015

Dear Shareholder

I am pleased to invite you to join us at Serco Group plc's Annual General Meeting to be held at 3.00pm on Wednesday 6 May 2015 at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ. The formal notice of Annual General Meeting is set out on pages 4 to 6 of this document.

If you would like to vote on the resolutions but cannot attend the AGM, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 3.00pm on Monday 4 May 2015. For those of you that can join us at the AGM, I would like to advise you that, as in previous years, all resolutions proposed at the meeting will be voted by means of a poll, rather than on a show of hands. A poll reflects the number of voting rights exercisable by each member and so your Directors consider it a more democratic method of voting.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 7 to 9 of this document. In accordance with the UK Corporate Governance Code all Directors are standing for election or re-election.

The Annual General Meeting is an important occasion for us as we reflect on the Group's business performance in 2014 and the opportunities for the future. There will be the chance for you to ask questions on the items as set out in the Notice. To that end, as Chairman, I will try to keep discussions relevant and focused.

To ensure everyone's safety and security at the meeting, I draw your attention to the information on page 11 of this document.

Your Directors believe that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of the resolutions as they themselves intend to do in respect of their own shareholdings in the Company.

On behalf of the Board, I would like to thank you for your continued support.

Yours sincerely

A handwritten signature in black ink, appearing to read "Alastair Lyons", with a stylized flourish at the end.

Alastair Lyons CBE
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Serco Group plc ('Serco' or the 'Company') will be held at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ on 6 May 2015 at 3.00pm for the following business:

Annual Report and Accounts

1. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

To receive the Annual Report and Accounts and the reports of the Directors and Auditors thereon for the year ended 31 December 2014.
See note on page 7

Annual Report on Remuneration

2. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

To approve the Annual Report on Remuneration for the year ended 31 December 2014 as set out on pages 101 to 125 of the Annual Report and Accounts.
See note on page 7

Election and re-election of Directors

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

3. To re-elect Edward J Casey Jr as an Executive Director.
4. To re-elect Michael Clasper as a Non-Executive Director.
5. To elect Angus Cockburn as an Executive Director.
6. To re-elect Ralph D Crosby Jr as a Non-Executive Director.
7. To re-elect Tamara Ingram as a Non-Executive Director.
8. To re-elect Rachel Lomax as a Non-Executive Director.
9. To re-elect Alastair Lyons as a Non-Executive Director.
10. To re-elect Angie Risley as a Non-Executive Director.
11. To re-elect Rupert Soames as an Executive Director.
12. To re-elect Malcom Wyman as a Non-Executive Director.
See note on page 7

Reappointment and remuneration of auditor

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

13. To reappoint Deloitte LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
14. That the Directors be authorised to agree the remuneration of the auditor.
See note on page 7

Share buybacks

15. To consider and, if thought fit, to pass the following resolution as a special resolution: 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 109,853,109;
 - 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 or at the close of business on 30 June 2016, whichever is the earlier; 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.
See note on page 7

Directors' authority to allot shares

16. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

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 in the Company or grant rights to subscribe for or convert any security into shares in the Company:

- i) up to a maximum nominal amount of £7,250,305; and
- ii) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further nominal amount of £7,250,305 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 at the close of business on 30 June 2016, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements before the authority expires 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 expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

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.

See note on page 8

Disapplication of pre-emption rights

17. To consider and, if thought fit, to pass the following resolution as a special resolution:

THAT subject to the passing of Resolution 16 above,

- i) the Directors be generally empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) for cash pursuant to the authority given by paragraph (i) of Resolution 16 and/or pursuant to section 573 of the Companies Act 2006 to sell ordinary shares held by the Company as treasury shares for cash (in each case otherwise than in connection with a rights issue):

- a. up to a nominal amount of £1,098,531; and
- b. in addition to the amount referred to in paragraph (i)(a) of this Resolution 17 up to a further nominal amount of £1,098,531 for use in connection with an acquisition or specified capital investment as more fully explained on page 8 of this Notice,

as if Section 561(1) of the Companies Act 2006 did not apply to such allotment; and

- ii) the Directors be generally empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) for cash pursuant to the authority given by paragraphs (i) and (ii) of Resolution 16 above and/or pursuant to section 573 of the Companies Act 2006 to sell ordinary shares held by the Company as treasury shares for cash in connection with a rights issue as if Section 561(1) of the Companies Act 2006 did not apply to such allotment,

such powers to expire at the end of the next Annual General Meeting in 2016 or at the close of business on 30 June 2016, whichever is the earlier but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the power had not expired.

For the purposes of this Resolution, 'rights issue' has the same meaning as that set out in Resolution 16 above.

See note on page 8

Adoption of the Serco 2015 Sharesave Plan

18. To consider and, if thought fit, to pass the following resolution as an ordinary resolution: THAT the Serco 2015 Sharesave Plan, the main features of which are summarised in Appendix 1 on page 12 of this AGM notice, and copies of the rules of which are produced to the meeting and initialled by the Chairman for the purposes of identification, be and are hereby approved and the Company's Board be hereby authorised to do all acts and things which it considers necessary or desirable to carry the same into effect.

See note on page 8

Authority to establish International Share Plans

19. To consider and, if thought fit, to pass the following resolution as an ordinary resolution: THAT the remuneration committee of the Company's Board be hereby authorised to establish future share plans for the benefit of employees outside the United Kingdom based on the Serco 2015 Sharesave Plan, modified to the extent necessary or desirable to take account of non-United Kingdom tax, securities and exchange control laws and regulations, provided that such plans must operate within the limits on individual or overall participation summarised in Appendix 1.

See note on page 8

Political Donations

20. To consider and, if thought fit, to pass the following resolution as an ordinary resolution: 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.

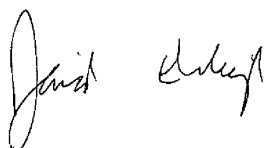
See note on page 8

Notice of general meetings

21. To consider and, if thought fit, to pass the following resolution as a special resolution: THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

See note on page 9

By order of the Board



David Eveleigh

Company Secretary
23 March 2015

Serco Group plc
Serco House
16 Bartley Wood Business Park
Bartley Way
Hook
Hampshire RG27 9UY

Notes on resolutions

Resolution 1 – Annual Report and Accounts

The Board of Directors will present the Annual Report and Accounts and the reports of the Directors and Auditors thereon for the year ended 31 December 2014.

Resolution 2 – Annual Report on Remuneration

The Annual Report on Remuneration (the 'Report') is included on pages 101 to 125 in the Annual Report and Accounts and gives details of the Directors' remuneration for the year ended 31 December 2014. Shareholders will be asked to approve the Report, which complies with the requirements of the Companies Act 2006 for a report on the remuneration of all Directors, both Executive and Non-Executive. This is an advisory vote and the Directors' entitlement to remuneration is not conditional on it.

The Company's external auditor, Deloitte LLP has audited those parts of the Annual Report on Remuneration that are required to be audited and their report can be found on pages 134 to 138 of the Annual Report and Accounts.

The Report has been approved by the Board and signed on its behalf by the Company Secretary.

Resolutions 3 to 12 – Election and re-election of Directors

The Company's Articles of Association require that all Directors retire at least every three years and that all newly appointed Directors retire at the first AGM following their appointment. However, in accordance with the recommendations of the UK Corporate Governance Code, the Directors have resolved that they will all retire and submit themselves for re-election by the shareholders at each AGM of the Company.

Biographical details of all Directors, can be found on pages 80 and 81 of the Company's Annual Report and Accounts and on the Company's website (www.serco.com).

The Board believes that all Directors continue to demonstrate a great deal of commitment to their roles and that their respective skills complement each other to enhance the overall operation of the Board.

The Company has previously reported that Alastair Lyons has decided to resign as Chairman and Director of the Company once a replacement has been found. In order that Alastair can remain as a Director until a replacement is appointed, his re-election is proposed.

With reference to Angus Cockburn who is standing for election as an Executive Director following his appointment to the Board on 27 October 2014, the Board fully supports his election.

Resolutions 13 and 14 – Reappointment and remuneration of auditor

The appointment of Deloitte LLP as auditor of the Company terminates at the conclusion of the Annual General Meeting. They have advised of their willingness to stand for reappointment as auditor of the Company until the conclusion of the Annual General Meeting in 2016. The Directors recommend their reappointment and seek authority to set their remuneration.

Resolution 15 – Share buybacks

Authority is sought to purchase up to 109,853,109 shares which is equivalent to approximately 10% of the expected ordinary issued share capital of the Company following completion of the Company's rights issue announced on 12 March 2015, until the earlier of the conclusion of the Annual General Meeting in 2016 or the close of business on 30 June 2016, continuing the authority granted by the shareholders at previous Annual General Meetings. If the Company's rights issue does not complete, and the authorities given in Resolution 15 are exercised, the Directors intend only to exercise the authorities up to limits in accordance with corporate governance guidelines based on the issued share capital of the Company at the time such authorities are exercised.

Resolution 15 specifies the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought. The Directors would use the share purchase authority with discretion and purchases would only be made from funds not required for other purposes and in light of the market conditions prevailing at the time. The Directors will exercise this authority only when they consider to do so would be in the best interests of shareholders generally.

Pursuant to the Companies Act 2006, a Company may hold any of their own shares that they have purchased as treasury shares with a view to possible resale at a future date, rather than cancelling them, or to use them for the purposes of their employee share schemes. The Directors would be entitled to hold those shares in treasury provided that the number of shares held in treasury at any one time does not exceed 10% of the nominal value of Serco's issued share capital. No dividends would be paid on, and no voting rights would be exercised in respect of, treasury shares.

While the Company does not currently hold any treasury shares, the Board believes that the authority will provide the Company with additional flexibility in the management of its capital base, enabling it to resell treasury shares in the future or use them to satisfy awards under the various Serco share and incentive schemes.

For information, as of 23 March 2015, the latest practicable date prior to posting of this document, there were options outstanding to subscribe for 14,576,448 ordinary shares, representing 2.65% of the Company's issued ordinary share capital as at the date of this Notice. If the authority given by Resolution 15 were to be fully used, that percentage would increase to 3.32% of the Company's ordinary issued share capital. Further, in connection with the Company's rights issue as announced on 12 March 2015, the number of options will be adjusted as appropriate by the remuneration committee in due course. The Company has no warrants in issue in relation to its shares.

Resolutions 16 and 17 – Directors' authority to allot shares and disapplication of pre-emption rights

At this Annual General Meeting, the Directors are seeking authority under paragraph (i) of Resolution 16 to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a maximum nominal value of £7,250,305, which is equivalent to approximately 33% of the Company's expected issued ordinary share capital following completion of the Company's rights issue announced on 12 March 2015.

Further, the Directors are seeking an additional authority under paragraph (ii) of Resolution 16 to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £7,250,305, which is equivalent to approximately 33% of the Company's expected issued ordinary share capital following completion of the Company's rights issue announced on 12 March 2015.

The Directors are also seeking authority under paragraph (i)(a) of Resolution 17 to allot new shares pursuant to the authority given by paragraph (i) of Resolution 16, or sell treasury shares, for cash up to a nominal value of £1,098,531 which is equivalent to approximately 5% of the Company's expected issued equity share capital following completion of the Company's rights issue announced on 12 March 2015, without first being required to offer such shares to existing shareholders in proportion to their existing holdings.

In addition, the Directors are seeking a further authority under paragraph (i)(b) of Resolution 17 to allot new shares up to a nominal value of £1,098,531 (which is equivalent to approximately 5% of the Company's expected issued equity share capital following completion of the Company's rights issue announced on 12 March 2015) without the shares first being offered to existing shareholders in proportion to their existing holdings. The Directors intend to use this additional 5% only in connection with an acquisition or specified capital investment details of which will be announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. This authority is in line with recent changes to the Pre-Emption Group's Statement of Principles published on 12 March 2015.

Further, the Directors are seeking authority under paragraph (ii) of Resolution 17 to allot new shares pursuant to the authority given by paragraphs (i) and (ii) of Resolution 16, or sell treasury shares, for cash in connection with a rights issue. This is in line with corporate governance guidelines. At 23 March 2015, the Company did not hold any shares in treasury.

Apart from issues of ordinary shares pursuant to the terms of the Company's employee share and incentive schemes, the Directors have no present intention of utilising these authorities to undertake a rights issue or to allot new shares. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines and these limited authorities will enable the Directors to respond in the interests of the Company to any appropriate opportunities which may arise. If the resolutions are passed, the authorities will expire on the earlier of the close of business on 30 June 2016 and at the conclusion of the Annual General Meeting in 2016.

Further, the Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares on a non-pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three year period without prior consultation with shareholders.

In respect of all of the authorities set out in Resolutions 16 and 17, if the Company's Rights Issue as announced on 12 March 2015 does not complete, and the authorities given in Resolutions 16 and 17 are exercised, the Directors intend only to exercise the authorities up to limits in accordance with corporate governance guidelines based on the issued share capital of the Company at the time such authorities are exercised.

Resolutions 18 and 19 – Adoption of the Serco 2015 Sharesave Plan and authority to establish International Share Plans

The Serco Group plc 2005 Savings-Related Share Option Scheme expires this year so no further options may be granted under it. The Directors are therefore seeking authority to adopt and operate the new Serco 2015 Sharesave Plan (the 'Plan') as a replacement plan in order to continue to offer options to Serco employees.

The Plan is drafted on similar terms to the previous plan but updated to take account of the current legislation and market practice. The main features of the Plan are summarised in Appendix 1 to the Notice of this Meeting.

The Directors are also seeking authority to adopt further plans similar to the Plan to be operated in other countries, but modified to take account of local tax, exchange control or securities laws in such countries and, where feasible, to provide favourable tax treatment. Any further plans may allow for different savings amounts and exercise periods as permitted under the equivalent tax favourable employee plans. Shares made available under these plans will count against overall participation limits as set for the Plan.

Resolution 20 – Political Donations

The Company's policy of not giving any cash contributions to any political party will continue. However, the Directors consider that it is in the best interests of shareholders to participate in public debate and opinion-forming on matters which affect the business.

This resolution enables the Company and any company which is or becomes its subsidiary during the period to which this resolution has effect to incur expenditure of up to a maximum aggregate amount of £130,000, for the Group as a whole, in respect of each of the heads identified (including any such expenditure by a subsidiary company) without unintentionally breaching the provisions of the Companies Act 2006, which defines political organisations and political donations in a broad manner. The authority sought will, if granted, last until the conclusion of the 2016 Annual General Meeting of the Company when the Directors intend to seek renewal of this authority.

Resolution 21 – Notice of general meetings

This resolution is to allow the Company to hold general meetings (other than AGMs) on 14 days' notice. The minimum notice period permitted by the Companies Act 2006 for general meetings (other than AGMs) is 21 days. However, the Companies Act 2006 allows companies to approve a shorter notice period of 14 days (other than for AGMs). AGMs will continue to be held on at least 21 clear days' notice. Shareholders approved this at last year's annual general meeting and in order to preserve this ability, Resolution 21 seeks such approval again. The approval will again be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA no later than 48 hours prior to the Annual General Meeting or at www.sharevote.co.uk, no later than 3.00pm on 4 May 2015.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company as at the close of business on 4 May 2015 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. As at 23 March 2015 (being the last business day prior to the production of this Notice) the Company's issued share capital consists of 549,265,547 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 23 March 2015 are 549,265,547.
8. Following completion of the Company's rights issue announced on 12 March 2015, the Company's issued share capital will consist of 1,098,531,094 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company will be 1,098,531,094.
9. 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 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.
10. 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 Equiniti (ID RA19) by 11.00am on 4 May 2014. 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 Application 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.
11. 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.
12. 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.
13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
14. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
15. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at www.serco.com.
17. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.
18. Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.
19. The Register of Directors' Interests, the Directors' Service Contracts, letters of appointment for the Non-Executive Directors, rules of the Serco 2015 Sharesave Plan and Articles of Association are available for inspection during normal business hours (Saturdays, Sundays and Bank Holidays excepted) at the Registered Office, Serco House, 16 Bartley Wood Business Park, Bartley Way, Hook, Hampshire, RG27 9UY up to and including the date of the Annual General Meeting. If you wish to view these documents, please telephone the Company Secretarial Department on +44 (0) 1256 745900.

The same documents will also be available for inspection at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ, 15 minutes before the commencement of the Annual General Meeting on 6 May 2015 and until the closure of the meeting.

AGM Arrangements

Venue

The Annual General Meeting of Serco Group plc will be held at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ.

Travel Information

10 Upper Bank Street is fully accessible by all major transport links in the capital.

By Tube

10 Upper Bank Street is situated less than five minutes' walk from Canary Wharf station on the Jubilee line. The Docklands Light Railway also connects at Canary Wharf station.

By Bus

Canary Wharf station connects with local bus numbers D3, D7, D8, 277.

By Car

10 Upper Bank Street is within easy reach of principal arterial routes into London. There is no parking outside 10 Upper Bank Street however; Canary Wharf has four underground public car parks, the nearest to 10 Upper Bank Street being Jubilee Place car park.

Special Needs

10 Upper Bank Street features disabled access at the main entrance located on Upper Bank Street. All rooms have disabled access.

There is an integrated Audio Induction Loop in the Auditorium where the meeting will be held.

Registration

Please remember to bring your Attendance Card with you. Please bring some form of identification with you to the Annual General Meeting in case we need to verify that your name appears on our register of shareholders or proxies.

Security

We thank you in advance for your co-operation with our security staff.

We would advise you that we reserve the right to check bags or briefcases. We do not permit behaviour that may interfere with anyone's security, safety or the good order of the meeting.

We do not permit cameras (including mobile phone cameras) or recording equipment at the meeting and we would be grateful if you could ensure that you have switched off all electronic communication devices before entering the meeting.

If you want to ask a question at the meeting

Please let us know at Registration if you wish to ask a question during the meeting. Alternatively, you can email your question to AGM@serco.com prior to the meeting.

Appendix 1 Serco 2015 Sharesave Plan

The Serco 2015 Sharesave Plan (the 'Sharesave Plan') is an all-employee savings-related share option plan which is designed to meet the requirements of Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 and so provide participants with certain tax advantages on exercise of options. Set out below is a summary of its main features.

Eligibility

An individual must be an employee or full-time director of the Company or a participating subsidiary who is tax-resident in the UK on the date that options are granted and who has been an employee or full-time director for a qualifying service period (not exceeding five years) to be determined by the Board. An individual is a full-time director if he is obliged to devote not less than 25 hours per week to his duties with the company concerned. The Company's Board has a discretion to nominate employees who do not satisfy the above conditions to participate in the Sharesave Plan. The Board can decide which subsidiaries participate in the Sharesave Plan.

Grant of options

The Board may at any time (but subject to any relevant regulatory restrictions outlined in the rules of the Sharesave Plan) invite all eligible employees to apply for options. No options may be granted after the period of ten years from the date of approval of the Sharesave Plan by the Company's shareholders. Options granted under the Sharesave Plan are personal to option holders and, except on the death of an option holder, may not be transferred. Options granted under the Sharesave Plan are not pensionable.

Savings contracts

An eligible employee who applies for an option under the Sharesave Plan must also enter into a savings contract approved by HMRC for a specified period of three or five years. The Board has discretion to determine which of the savings contracts will be available in respect of any invitation to apply for options. Under this contract, the employee will agree to make monthly savings contributions of a fixed amount which is set by the Board (which may not exceed the statutory maximum (currently, £500 per month)). Shares may only be acquired on the exercise of the option using the payment under this contract. Payment will be taken as including any bonus payable under the savings contract, unless otherwise decided by the Board.

Price

The Board shall determine the price payable for each share under option, provided that the price shall not be less than the higher of:

- (a) 80% of the middle-market quotation for a share in the Daily Official List of the London Stock Exchange (Daily Official List) on the dealing day preceding the day on which invitations to apply for options are issued or 80% of the average of the middle-market quotations for a share in the Daily Official List on the three consecutive dealing days prior to the date on which invitations to apply for options are issued; and
- (b) the nominal value of a share, if the option relates to new shares.

Overall limit

The number of the Company's unissued shares that may be issued or placed under option or award in any period of ten years under the Company's employee share plans may not exceed such number of shares as represents 10% of the Company's ordinary share capital in issue from time to time. Shares transferred out of treasury to satisfy options under the Sharesave Plan will count towards this limit for so long as this is required by institutional investor guidelines.

Scaling down

Applications to participate in the Sharesave Plan may be scaled down by the Board if applications exceed the number of shares available for the grant of options. The ways in which scaling down may be carried out are set out in the rules of the Sharesave Plan.

Exercise of options

An option may not normally be exercised until the option holder has completed his three-year or five-year savings contract and then not more than six months thereafter. Special provisions allow early exercise in the case of death, injury, disability, redundancy, retirement or because the Company or business which employs the option holder is transferred out of the Group.

If an option holder ceases employment for any other reason within three years of the grant date, his option will lapse, however if he ceases employment for any other reason more than three years after the grant date, he may exercise his option for a period of six months. Special provisions also allow early exercise in the event of a change of control, reconstruction or winding up of the Company. Internal reorganisations do not automatically trigger the early exercise of options.

Variation of capital

In the event of any variation in the share capital of the Company, the Board may make such adjustments as it considers appropriate to the number of shares under option and the price at which they may be acquired. Any such variation must in particular ensure that the total market value of the shares under option and the total price at which they may be acquired must be substantially the same before and after the amendment.

Amendments

The Board may at any time amend the Sharesave Plan. The prior approval of the Company in general meeting must be obtained in the case of any amendment to the advantage of the option holders which is made to the provisions relating to eligibility, individual or overall limits, the basis for determining a participant's entitlement to, and the terms of, shares provided under the Sharesave Plan, and the adjustments that may be made in the event of any variation of share capital. Minor amendments to benefit the administration of the Sharesave Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants, the Company or any member of the Group do not require the approval of the Company in general meeting. Any amendment to the material disadvantage of participants in relation to options already granted to them requires their majority consent.