

THE COMPANIES ACT 2006

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COMPANY LIMITED BY SHARES

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**ORDINARY RESOLUTION**

of

**SERCO GROUP PLC**

At a general meeting of the Company held at 10:00am on 30 March 2015 the following ordinary resolution was passed:

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.



Alastair Lyons  
CHAIRMAN