

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

SERCO GROUP plc
(the "Company")

(Passed on 12 May 2016)

At the Annual General Meeting of the Company duly convened and held at The Institute of Directors, 116 Pall Mall, London, SW1Y 5ED on 12 May 2016 the following special business resolutions were duly passed, resolutions 15, 17 and 19 as Special Resolutions and resolutions 16 and 18 as Ordinary Resolutions of the Company:

Share buyback

15. 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 109,856,423;
 - 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) exclusive of expenses, if any, payable by the Company;
 - 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 2017, 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.

Directors' authority to allot shares

16. 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 an aggregate nominal amount of £7,323,761.58;
- ii) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £7,323,761.58 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 2017, 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 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 for 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

17. That, in substitution for all existing powers and subject to 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 £1,098,564.23; and
 - b. in addition to the amount referred to in paragraph (i)(a) of this Resolution 17 up to a further nominal amount of £1,098,564.23 for use in connection with an acquisition or specified capital investment,

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 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 2017 or at the close of business on 30 June 2017, 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 equity securities 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 in resolution 16.

Political Donations

18. 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 or, if earlier, close of business on 30 June 2017 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

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