

Attendance Card for the Annual General Meeting

The 2021 Annual General Meeting of Serco Group plc will be held at the Company's office at Enterprise House, 11 Bartley Wood Business Park, Bartley Way, Hook, Hampshire RG27 9XB at 2.00pm on Wednesday 21 April 2021.



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 0371 384 2932 (or +44 (0)121 415 7047 from overseas) to advise them of any changes required.

Lines are open 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales.)

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 2021 Annual General Meeting of Serco Group plc to be held at 2.00pm on Wednesday 21 April 2021.

+ 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

Name of proxy	Number of shares (if not full entitlement)

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting to be held at 2.00pm on Wednesday 21 April 2021 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	For	Against	Vote Withheld	Resolution	For	Against	Vote Withheld
1 To receive the Annual Report and Accounts for the year ended 31 December 2020	☐	☐	☐	14 To authorise the Audit Committee to agree the remuneration of the auditor	☐	☐	☐
2 To approve the Directors' Remuneration Report for the year ended 31 December 2020	☐	☐	☐	15 To authorise the Directors to allot relevant securities in accordance with Section 551 of the Companies Act 2006	☐	☐	☐
3 To approve the Directors' Remuneration Policy	☐	☐	☐	16 To disapply statutory pre-emption rights (first disapplication resolution)*	☐	☐	☐
4 To declare a final dividend of 1.4 pence for the year ended 31 December 2020	☐	☐	☐	17 To disapply statutory pre-emption rights (additional disapplication resolution)*	☐	☐	☐
5 To elect Dame Sue Owen as a Director	☐	☐	☐	18 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 Tim Lodge as a Director	☐	☐	☐	19 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	☐	☐	☐
7 To re-elect John Rishton as a Director	☐	☐	☐	20 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice*	☐	☐	☐
8 To re-elect Rupert Soames as a Director	☐	☐	☐	21 To approve the International Save As You Earn Plan 2021	☐	☐	☐
9 To re-elect Kirsty Bashforth as a Director	☐	☐	☐				
10 To re-elect Eric Born as a Director	☐	☐	☐				
11 To re-elect Ian El-Mokadem as a Director	☐	☐	☐				
12 To re-elect Lynne Peacock as a Director	☐	☐	☐				
13 To re-appoint KPMG LLP as auditor of the Company	☐	☐	☐				

* Special resolution

+	3411-044-S		+
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Date

Signature

Explanatory notes

1. Members are entitled to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their 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 6.30pm on Monday 19 April 2021 (or, in the event of adjournment, on the day which is two working days before the day 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. 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 RA19) no later than 2.00pm on Monday 19 April 2021. 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 2.00pm on Monday 19 April 2021.
9. In the case of joint holders any one 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 2.00pm on Monday 19 April 2021.** 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