



Serco Group plc

Notice of Annual General Meeting

27 April 2023

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.

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Dear Shareholder

I am pleased to invite you to attend Serco Group plc's Annual General Meeting ("AGM") to be held at 11.00am on Thursday 27 April 2023 at the Company's office at Enterprise House, 11 Bartley Wood Business Park, Bartley Way, Hook, Hampshire RG27 9XB. We have decided again to hold a physical meeting to enable shareholders to meet the Board and ask questions.

The formal notice of AGM is set out on pages 7 to 9 of this document and an explanation of the business to be considered is on pages 2 to 4.

As announced in September 2022, Rupert Soames stepped down from the Board on 31 December 2022 and Mark Irwin succeeded Rupert on the Board and as Group Chief Executive Officer on 1 January 2023. As Mark was appointed as a Director since the previous Annual General Meeting, Mark will resign and offer himself for election at the AGM. In accordance with the UK Corporate Governance Code, all other members of the Board will stand for re-election. The biographical details of each Director are given on pages 5 and 6 of this document and an overview of the skills and experience represented on the Board is provided on page 114 of the 2022 Annual Report and Accounts, available on the Company's website.

In addition to the routine resolutions, we are seeking approval of a new Appendix D to the Serco Group plc International Save As You Earn Plan 2021 (the "Plan") to facilitate the grant of options under the Plan to employees who are residents of the state of California in the United States of America and to take account of securities laws in California. Further details are provided in the explanatory notes of this notice on page 4.

Your Board believes that the proposals described in this document are in the best interests of Serco Group plc and its shareholders as a whole and unanimously recommend that you vote in favour of all of the resolutions, as the Directors intend to do in respect of their own holdings.

The Board welcomes the opportunity the AGM provides to explain the Company's performance and strategy and to engage directly with shareholders. I would encourage all shareholders to submit questions relating to the business of the AGM ahead of the meeting by email to agm@serco.com or by post to Serco Group plc, Serco House, 16 Bartley Wood Business Park, Bartley Way, Hook, Hampshire, RG27 9UY. Where appropriate, we will provide written answers to questions. Any pre-submitted questions should be submitted by 11.00 am on Tuesday 25 April 2023. Full Year Results are available on the Company's website at www.serco.com and I would encourage you to look at these in advance of the AGM.

I strongly recommend that all shareholders complete the proxy form provided with this notice and return it to our registrars to arrive no later than 11.00am on Tuesday 25 April 2023, appointing the Chair of the meeting as their proxy. This will ensure that your vote will be counted if you are unable to attend in person for whatever reason.

As in previous years and in accordance with best practice, all resolutions proposed at the meeting will be voted by means of a poll, rather than on a show of hands.

On behalf of the Board, I would like to thank you for your continued support for the Company and look forward to meeting you at the AGM.

Yours sincerely

A handwritten signature in black ink that reads "John Rishton".

John Rishton

Chairman

20 March 2023

Serco Group plc

Serco House, 16 Bartley Wood Business Park, Bartley Way,
Hook, Hampshire, RG27 9UY United Kingdom

Summary and explanation of the resolutions

Resolution 1 – Annual Report and Accounts

The Board will present the Annual Report and Accounts for the year ended 31 December 2022.

Resolution 2 – Directors' Remuneration Report

The Directors' Remuneration Report is set out on pages 142 to 169 in the Annual Report and Accounts and gives details of the Directors' remuneration for the year ended 31 December 2022. Shareholders will be asked to approve the Directors' Remuneration Report (save for the Directors' Remuneration Policy set out on pages 162 to 169 of the Directors' Remuneration Report). This is an advisory vote and the Directors' entitlement to remuneration is not conditional upon passing the resolution.

The Directors' remuneration policy was approved by shareholders at the AGM of the Company held on 21 April 2021 for a period of up to three years and is, therefore, not required to be put to shareholders for approval at this year's AGM. It will be put to shareholders for approval again by no later than the AGM in 2024. A summary of the Directors' Remuneration Policy can be found on pages 162 to 169 of the 2022 Annual Report. The full policy can be found in the 2020 Annual Report which is available on the Company's website.

The Company's external auditor, KPMG LLP has audited those parts of the Directors' Remuneration Report that are required to be audited and their report can be found on pages 178 to 188 of the Annual Report and Accounts. The Directors' Remuneration Report has been approved by the Board.

Resolution 3 – Final Dividend

The Board is recommending a final dividend for the financial year ended 31 December 2022 of 1.92 pence per ordinary share. If approved by shareholders at the AGM, the final dividend will be paid on 9 June 2023 to shareholders on the register of members of the Company at 6.00pm on 12 May 2023.

Resolutions 4 to 12 – Election and Re-election of Directors

Mark Irwin, who was appointed as a Director since the previous annual general meeting, will retire in accordance with the Articles of Association and offer himself for election.

In accordance with the requirements of the UK Corporate Governance Code, all other Directors will retire and offer themselves for re-election.

Following an internal performance evaluation conducted during the year and having considered the performance of and contribution made by each of the Directors, the Board believes that all Directors continue to be effective and to demonstrate commitment to their roles and that their respective skills complement each other to enhance the overall operation of the Board.

The Board has also considered whether the Independent Non-Executive Directors are free from relationships which could materially interfere with the exercise of their independent judgement and has concluded that each of them continues to be independent.

Directors' biographies, including an explanation of why their contribution continues to be important to the Company's long-term sustainable success, can be found on pages 5 and 6 of this document and an overview of the skills and experience represented on the Board is provided on page 114 of the 2022 Annual Report and Accounts, available on the Company's website.

Resolutions 13 and 14 – Appointment and remuneration of auditor

The appointment of KPMG LLP as auditor of the Company terminates at the conclusion of the AGM. The auditor has advised of its willingness to stand for reappointment as auditor of the Company until the conclusion of the annual general meeting in 2024. The Board, on the recommendation of the Audit Committee, proposes that KPMG LLP should be re-appointed and that the Audit Committee is authorised to agree its remuneration.

Resolution 15 – Directors' authority to allot shares

Resolution 15 seeks shareholder approval to renew the Directors' authority to allot shares.

In 2023, the Investment Association updated its Share Capital Management Guidelines, stating that its members will regard as routine an authority to allot up to two thirds of the existing issued share capital provided that any amount in excess of one-third of the existing issued shares should be applied to fully pre-emptive offers only (the 2016 guidelines stated that it should be applied to fully pre-emptive rights issues only). However, the Board considers it appropriate to follow the 2016 guidelines at this time.

In accordance with the 2016 guidelines, the Board seeks the shareholders' authority to allot shares in the capital of the Company up to a maximum nominal amount of £15,415,605, representing approximately two thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 10 March 2023 (the latest practicable date prior to publication of this notice). Of this amount, £7,707,802 (representing approximately one third of the Company's issued ordinary share capital excluding treasury shares) can only be allotted pursuant to a rights issue.

It is the Company's policy to seek renewal of these authorities annually and the authorities sought under paragraphs (i) and (ii) of this resolution will expire at the end of the Company's next annual general meeting or, if earlier, 6.00pm on 30 June 2024.

The Directors have no present intention to exercise this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

As at 10 March 2023 (the latest practicable date prior to the publication of this notice) the Company held 61,838,396 shares in treasury.

Resolutions 16 and 17 – Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), the pre-emption rights provisions of the Companies Act 2006 require that these shares are offered first to the ordinary shareholders, in proportion to their existing holdings.

Resolutions 16 and 17 seek to disapply this statutory right of first refusal to a limited extent to give the Directors power to allot ordinary shares or other equity securities (or sell any ordinary shares which the Company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

Summary and explanation of the resolutions *continued*

This would provide the Directors with a degree of flexibility to act in the best interests of the Company so that (i) the Company can follow normal practice in the event of a rights issue in favour of existing shareholders in proportion to their existing shareholdings; and (ii) a limited number of shares may be issued for cash to persons other than existing shareholders in compliance with the updated Investment Association Share Capital Management Guidelines and the Pre-Emption Group Statement of Principles referred to below.

In November 2022, the Pre-Emption Group updated their Statement of Principles (the "Pre-Emption Group Principles") to allow the following annual disapplication of pre-emption rights:

1. 10% of issued ordinary share capital which may be issued on an unrestricted basis;
2. an additional 10% of issued ordinary share capital which may be issued for either "an acquisition or specified capital investment"; and
3. a limited follow-on offer to existing holders of securities not allocated shares under an issue made under either 1 or 2 above.

Resolution 16, which will be proposed as a special resolution, authorises the Directors to allot new shares and other equity securities, pursuant to the authority given by resolution 15, or to sell treasury shares for cash, in each case on a non-pre-emptive basis:

- (a) up to a nominal amount of £15,415,605, representing approximately two thirds of the Company's issued ordinary share capital (excluding treasury shares), to existing ordinary shareholders in proportion to their existing shareholdings and to holders of other equity securities if required by the rights of those securities. Of this amount, £7,707,802, representing approximately one third of the Company's issued ordinary share capital (excluding treasury shares) can only be allotted pursuant to a rights issue (in each case, subject to any limits, restrictions or arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider necessary or appropriate);
- (b) up to a nominal value of £2,312,340, equivalent to approximately 10% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 10 March 2023 for general corporate purposes; or
- (c) otherwise up to a nominal amount of £462,468, equivalent to approximately 2% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 10 March 2023 for the purposes only of a follow-on offer as described in the Pre-Emption Group Principles.

Resolution 17, which will also be proposed as a special resolution, additionally authorises the Directors to allot new shares and other equity securities (or sell treasury shares) for cash, on a non-pre-emptive basis in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12-month period and is disclosed in the announcement of the allotment. The authority under resolution 17 is limited to:

- (a) up to an additional nominal value of £2,312,340, equivalent to approximately 10% of the total issued ordinary share capital (excluding treasury shares) as at 10 March 2023 for the purposes of making an acquisition or a specified capital investment as described in the Pre-Emption Group Principles; and

- (b) up to a nominal amount of £462,468, equivalent to approximately 2% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 10 March 2023 for the purposes only of a follow-on offer as described in the Pre-Emption Group Principles.

The Directors confirm that they will only allot shares representing an additional ten per cent of the issued ordinary share capital of the Company for cash pursuant to the authority referred to in resolution 17, where that allotment is in connection with an acquisition or a specified capital investment (as defined in the Pre-Emption Group Principles) which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the allotment.

The authority sought by the Directors in both resolution 16 and resolution 17 includes the ability to issue up to a further two per cent of issued ordinary share capital in each case for the purposes of a follow-on offer. The Pre-Emption Group Principles provide for follow-on offers as a possible means of enabling smaller and retail shareholders in the Company to participate in a non-pre-emptive equity issue when it may not be possible (for timing or other reasons) for them to participate in a particular placing being undertaken. The Pre-Emption Group Principles set out the expected features of any such follow-on offer, including in relation to qualifying shareholders, monetary caps on the amount qualifying shareholders can subscribe and the issue price of the shares.

The aggregate nominal amount to be allotted on a non-pre-emptive basis under resolutions 16 and 17 combined is equivalent to approximately 24 per cent of the issued ordinary share capital of the Company (excluding treasury shares) as at 10 March 2023, being the latest practicable date prior to the publication of this notice. In respect of resolutions 16 and 17, the Directors confirm their intention to follow the shareholder protections in Part 2B of the Pre-Emption Group Principles as well as the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-Emption Group Principles in relation to any follow-on offer, wherever practicable, and to consult with major shareholders (to the extent reasonably practicable and permitted by law) in advance of the Directors exercising their authority under either resolution 16 and/or resolution 17 to issue shares.

The Directors have no present intention to exercise either of the authorities sought under these resolutions, although they consider it appropriate to seek the flexibility that the authority provides and therefore believe it to be in the best interests of the Company.

If the resolutions are passed, the authorities will expire at the end of the Company's next annual general meeting or, if earlier, 6.00pm on 30 June 2024.

Resolution 18 – Share buybacks

On 23 February 2023 the Company announced its intention to commence a programme to repurchase its own shares up to a value of up to £90 million. The buyback commenced on 1 March 2023 and is expected to be completed by the end of the year. It is intended that any shares repurchased under the programme will be transferred into treasury.

Authority is now sought to make market purchases of the Company's own shares for up to 115,617,039 shares which is equivalent to approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 10 March 2023 (being the latest practicable date prior to publication of this notice), until the earlier of the conclusion of the annual general meeting in 2024 or 6.00pm on 30 June 2024, continuing the authority granted by the shareholders at previous annual general meetings.

Resolution 18, proposed as a special resolution, specifies the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought. The Board will have regard to investor group guidelines which may be in force at the time of any such purchase, holding or re-sale of shares held in treasury. 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.

Pursuant to the Companies Act 2006, a company may hold any of its own shares that it has purchased as treasury shares with a view to possible resale at a future date, rather than cancelling them, or use them for the purposes of its 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 the Company's issued share capital. No dividends are paid on, and no voting rights are allocated to, any shares held in treasury.

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 Company's various share and incentive schemes and, accordingly, the Directors will consider further market purchases in addition to those planned under the current programme provided they are considered to be in the best interests of shareholders generally.

On 10 March 2023, the latest practicable date prior to publication of this notice, there were options outstanding to subscribe for 11,798,368 ordinary shares, representing approximately 1.02% of the Company's issued ordinary share capital (excluding treasury shares) as at 10 March 2023. If the balance of the existing authority given on 28 April 2022 and the authority being sought under Resolution 18 were to be fully used, that percentage would increase to approximately 1.22% of the Company's issued ordinary share capital (excluding treasury shares). The Company has no warrants in issue in relation to its shares.

Resolution 19 - Political donations

This resolution seeks authority from shareholders to make donations to political parties, other political organisations or independent election candidates. Although the Company's policy of not giving any cash contributions to, or incurring any expenditure on behalf of, any political party will continue, the Directors consider that it is in the best interests of shareholders for the Company to participate in public debate and opinion-forming on matters which affect the Company's business.

This resolution enables the Company (and any company which is or becomes its subsidiary during the period in which this resolution has effect) to incur expenditure of up to a maximum aggregate amount of £100,000 for the Group as a whole, in respect of each of the headings 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. This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Companies Act 2006 and is intended to authorise normal donations and expenditure. The authority sought will, if granted, last until the conclusion of the 2024 annual general meeting of the Company (or, if earlier, 6.00pm on 30 June 2024) when the Directors currently intend to seek renewal of this authority.

Resolution 20 - Notice of general meetings

This resolution, proposed as a special resolution, seeks shareholder approval to call general meetings (other than annual general meetings) on 14 clear days' notice and is equivalent to the authority granted to the Directors at last year's annual general meeting.

The minimum notice period permitted by the Companies Act 2006 for general meetings (other than annual general meetings) is 21 clear days' notice. However, the Companies Act 2006 allows companies to approve a shorter notice period of at least 14 clear days (other than for annual general meetings). Annual general meetings will continue to be held on at least 21 clear days' notice. Shareholders approved this resolution at last year's annual general meeting and in order to preserve this ability, this resolution 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.

In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

Resolution 21 - California Appendix to the Serco Group plc International Save As You Earn Plan 2021

The Serco Group plc International Save As You Earn Plan 2021 (the "Plan") was approved by shareholders in 2021 with the ability for the Board to make such amendments to the Plan as is necessary or desirable to obtain or maintain favourable regulatory treatment for the Company or participants. The Plan was launched in September 2022 in the UK.

The Plan was amended on 21 June 2022 by the Board pursuant to rule 12.3 of the Plan, to include a new Appendix D to facilitate the grant of options under the Plan to employees who are residents of the state of California in the United States of America ("California Participants") (the "California Appendix"). The California Appendix incorporates the rules of the Plan and modifies them in respect of options granted to California Participants to take account of securities laws in California.

However, California state laws require shareholder approval to the California Appendix (inclusive of the rules of the Plan). This resolution is to seek that approval and, in this context, approval of the Plan as amended to incorporate the California Appendix is being sought at this AGM.

The amendments to the Plan under the California Appendix include:

- a requirement that no more than 1% of the issued ordinary shares in the Company as at the date the amendment to the Plan to incorporate the California Appendix was approved by the Board (being 12,180,087 ordinary shares) may be used to satisfy awards granted to all California Participants (subject to any adjustments made in accordance with the rules of the Plan). It is to be noted that awards granted under the California Appendix will count towards the general limits on issuing share capital under the Plan;
- additional requirements in relation to the time periods within which California Participants can exercise options in circumstances where their employment ends or their services are terminated other than for cause; and
- adjustment requirements applicable to awards granted to California Participants upon certain changes in the capitalisation of the Company.

Directors' biographies

John Rishton
Chairman

A **N** R C GR

Appointed to the Board
September 2016 (Chair since April 2021)

Skills and experience

John Rishton has over 40 years' business experience gained in a variety of companies, industries and roles, including nearly 14 years as a Chief Executive or Chief Financial Officer.

He has a BA in Economics from Nottingham University and is a Fellow of the Chartered Institute of Management Accountants.

Previous roles

Chief Executive of Rolls-Royce Group plc, Chief Executive and President of the Dutch international retailer, Royal Ahold NV (and prior to that, its Chief Financial Officer) and Chief Financial Officer of British Airways plc. Non-Executive Director of Associated British Ports, Allied Domecq and ICA Gruppen AB. Non-Executive Director and Chair of the Audit Committee of Unilever plc.

Current external commitments

Chair of Informa plc.

Non-Executive Director of Majid al Futtaim Properties LLC.

Mark Irwin
Group Chief Executive Officer

A N R **C** GR

Appointed to the Board
January 2023

Skills and experience

Mark Irwin has extensive international experience in business and operations management, holding numerous senior leadership positions in state-owned, public and private equity business environments.

He has an MBA from Victoria University.

Previous roles

Leadership roles in several US-based private equity portfolio businesses, including Momentive Performance Materials and Nalco Company as well as China National Bluestar Group following Blackstone's investment in the company. Prior to working in China, Mark spent eight years in the United States working for multinational companies including General Electric (GE), after commencing with GE in Australia.

Current external commitments

None.

Nigel Crossley
Group Chief Financial Officer

A N R C GR

Appointed to the Board
April 2021

Skills and experience

Nigel Crossley is an experienced Chief Financial Officer with over 30 years' experience in finance roles in international organisations. He has worked for Serco since 2014.

He has a BSc in Mathematics from Hull University.

Previous roles

Director of Finance and Transformation at EMI, Group Financial Controller of RHM plc and various finance roles at Procter & Gamble.

Current external commitments

None.

Lynne Peacock
Senior Independent Non-Executive Director

A N **R** C GR

Appointed to the Board
July 2017

Skills and experience:

Lynne Peacock has over 30 years' senior management experience in a range of roles including brand development, mergers and acquisitions, change management and business transformation.

She has a BA (Hons) in Business Studies.

Previous roles

Non-Executive Chair of Standard Life Assurance Limited and Non-Executive Director and a member of the Nomination and Governance Committee and Audit Committee of Standard Life Aberdeen plc.

Non-Executive Director and Chair of the Audit Committee of Scottish Water.

Senior Independent Director, Chair of the Remuneration Committee and member of the Audit, Risk and Nomination Committees of Nationwide Building Society.

Non-Executive Director and a member of the Audit and Risk, Nominations and Remuneration Committees of Jardine Lloyd Thompson Group plc.

Chief Executive of Woolwich plc and National Australia Bank Limited's UK businesses.

Current external commitments

Non-Executive Director, Chair of the Environmental, Social, and Governance Committee and member of the Audit and Risk, Remuneration, and Nomination Committees of International Distributions Services plc (trading as Royal Mail).

Senior Independent Director and Chair of the Remuneration Committee of TSB Bank plc.

Chair of the charity, Learning Disability Network London.

Kirsty Bashforth
Independent Non-Executive Director

A N R **C** GR

Designated Director with responsibility for climate change

Appointed to the Board
September 2017

Skills and experience

Kirsty Bashforth is an experienced executive and board member within the construction, services, consumer goods, energy, education, and health industries, with expertise in change management, safety and risk management, organisational culture and leadership.

She has an MA in Economics from the University of Cambridge and is the author of Culture Shift – a practical guide to managing organizational culture.

Previous roles

Non-Executive Director, Chair of the Safety, Health and Environment Committee and a member of the Nomination, Remuneration, Risk Management and Audit Committees of Kier Group plc.

Non-Executive Director and Chair of the Remuneration Committee of Diaverum AB.

Group Head of Organisational Effectiveness at bp plc and other global roles.

Non-Executive Director, Chair of the Remuneration & People Committee and a member of the Audit & Risk and Reputation & Ethics Committees of GEMS Education.

Governor of Leeds Beckett University and Ashville College.

Current external commitments

Non-Executive Director, Chair of the Remuneration Committee and a member of the Nomination and ESG Committees of PZ Cussons plc.

Chief Business Officer of Diaverum AB (stepping down in March 2023).

Director of QuayFive Limited.

Key to Committee membership (Red highlight denotes Chair)

A	Audit Committee	C	Corporate Responsibility Committee
N	Nomination Committee	GR	Group Risk Committee
R	Remuneration Committee		

Kru Desai

Independent Non-Executive Director

A N R C GR

Appointed to the Board
October 2021

Skills and experience

Kru Desai has over 30 years' experience of working with the public and private sector in leading transformation of public services in the UK and internationally. She has held general management and board leadership roles in sales and operational delivery.

She has an MSc in Politics and Administration from Birkbeck College, University of London and an Executive MBA from the University of Bristol.

Previous roles

Partner, KPMG LLP (UK).

Non-Executive Director and Chair of the Remuneration Committee of KPMG LLP (UK).

Executive Director and Member of the Group Management Board of Mouchel Group plc.

Executive Director and Member of the Management Board of Hedra PLC.

Managing Director of Atos (UK).

Current external commitments

Chair of the Zinc Network.

Vice Chair and Chair of the Audit and Risk Committee at City, University of London.

Independent Non-Executive Director of Buro Happold Limited.

Ian El-Mokadem

Independent Non-Executive Director

A N R C GR

Appointed to the Board
July 2017

Skills and experience

Ian El-Mokadem is an experienced Chief Executive Officer with international experience in business transformation and acquisitions and disposals.

He has a BSc (Hons) in Economics and Statistics from University College, London and an MBA from INSEAD.

Previous roles

Chief Executive Officer of V. Group and Exova Group plc, Group Managing Director, UK & Ireland of Compass Group plc and senior management positions with Centrica plc and the global management consultancy, Accenture.

Current external commitments

Chief Executive Officer of RWS Holdings plc.

Director of Roegate Consulting Limited.

Tim Lodge

Independent Non-Executive Director

A N R C GR

Appointed to the Board
February 2021

Skills and experience

Tim Lodge is a fellow of the Chartered Institute of Management Accountants and has a strong finance and accounting background with over 30 years' experience in financial roles within international organisations, some eight of which were spent as Chief Financial Officer. He has considerable experience in leading significant strategic and operational transformation and driving commercial performance.

He has an MA in Classics from the University of Cambridge.

Previous roles

Chief Financial Officer at Tate & Lyle PLC and COFCO International and a Non-Executive Director and Chair of the Audit Committee of Aryzta AG.

Current external commitments

Non-Executive Director and Chair of the Audit Committee of SSP Group plc.

Senior Independent Director of Arco Limited.

Director of An African Canvas (UK) Limited.

Chair of the management committee of the Cordwainers Livery Company.

Trustee of Gambia School Support.

Dame Sue Owen DCB

Independent Non-Executive Director

A N R C GR

Designated Non-Executive Director for Employee Voice

Appointed to the Board
August 2020

Skills and experience

Dame Sue Owen DCB has significant experience of government and economic policy, having held senior roles in several government departments.

She has an MA in Economics from Cambridge University and an MSc in Economics from Cardiff University.

Previous roles

Permanent Secretary for the Department for Digital, Culture, Media and Sport, Diversity and Inclusion Champion, chair of the Charity for Civil Servants and senior posts in the Department for Work and Pensions, Department for International Development, Foreign Office and HM Treasury.

Current external commitments

Chair of the Royal Ballet Governors.

Specialist Partner at Flint-Global.

Non-Executive Director of Pantheon International plc.

Non-Executive Director of Pool Reinsurance Company Limited and Pool Reinsurance (Nuclear) Limited.

Non-Executive Director of Methera-Global Communications.

Trustee of Opera Holland Park.

Supervisory Board member of DAF NV.

Chair of the UK Debt Management Office Advisory Board.

Notice of Annual General Meeting

Notice is hereby given that the 2023 Annual General Meeting ("AGM") of Serco Group plc ("Serco" or the "Company") will be held at the Company's offices at Enterprise House, 11 Bartley Wood Business Park, Bartley Way, Hook, Hampshire RG27 9XB on Thursday 27 April 2023 at 11.00am to consider and, if thought fit, pass the resolutions detailed below. Resolutions 1 to 15 and 19 and 21 are proposed as ordinary resolutions and resolutions 16 to 18 and 20 as special resolutions:

Annual Report and Accounts

1. To receive the Annual Report and Accounts for the year ended 31 December 2022.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report (save for the Directors' Remuneration Policy set out on pages 162 to 169 of the Directors' Remuneration Report) for the year ended 31 December 2022 as set out on pages 142 to 169 of the Annual Report and Accounts.

Final Dividend

3. To declare a final dividend of 1.92 pence per ordinary share for the financial year ended 31 December 2022.

Election and Re-election of Directors

4. To elect Mark Irwin as a Director.
5. To re-elect John Rishton as a Director.
6. To re-elect Nigel Crossley as a Director.
7. To re-elect Kirsty Bashforth as a Director.
8. To re-elect Kru Desai as a Director.
9. To re-elect Ian El-Mokadem as a Director.
10. To re-elect Tim Lodge as a Director.
11. To re-elect Dame Sue Owen as a Director.
12. To re-elect Lynne Peacock as a Director.

Appointment and remuneration of auditor

13. To reappoint KPMG LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
14. To authorise the Audit Committee, for and on behalf of the Board, to agree the remuneration of the auditor.

Directors' authority to allot shares

15. 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 £7,707,802; and
 - ii) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £7,707,802 in connection with an offer by way of a rights issue,

such authorities to apply after this resolution is passed in substitution for all existing authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the conclusion of the Company's next annual general meeting or 6.00pm on 30 June 2024, whichever is the earlier, unless previously renewed, varied or revoked by the Company in a general meeting 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. References in this resolution 15 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 Section 560(1) of the Companies Act 2006) are to the nominal amount of shares that may be allotted pursuant to the rights.

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 limits or restrictions 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 or any other matter.

Disapplication of pre-emption rights

16. To resolve that, in substitution for all existing authorities and subject to the passing of resolution 15 above, the Directors be authorised 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 granted by resolution 15 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 free of the restriction in section 561 of the Companies Act 2006, such authority to be limited:

- (a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (ii) of resolution 15, such authority shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (i) of resolution 15 and/or sale of treasury shares for cash (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £2,312,340; and
- (c) to the allotment of equity securities pursuant to the authority granted by paragraph (i) of resolution 15 and/or sale of treasury shares for cash (otherwise than under paragraphs (a) or (b) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to apply until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until 6.00pm on 30 June 2024) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company

may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities and/or sell treasury shares under any such offer or agreement as if the authority conferred hereby had not expired.

For the purpose of this resolution 16, "rights issue" has the same meaning as in resolution 15 above.

17. To resolve that, in addition to any authority granted under resolution 16, and subject to the passing of resolution 15, the Directors be authorised 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 granted by paragraph (i) of resolution 15 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 free of the restriction in section 561 of the Companies Act 2006, such authority to be limited:

- (i) to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £2,312,340 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and,
- (ii) to the allotment of equity securities and/or sale of treasury shares for cash (otherwise than under paragraph (i) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (i) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to apply until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, 6.00pm on 30 June 2024) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

Notice of Annual General Meeting continued

Share buy backs

18. To generally and unconditionally authorise the Company 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 2 pence each provided that:

- a) the maximum aggregate number of ordinary shares that may be purchased under this authority is 115,617,039;
- b) the minimum price which may be paid for an ordinary share purchased under this authority is 2 pence (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 (exclusive of expenses, if any, payable by the Company) 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 independent bid for an ordinary share on the trading venue where the purchase is carried out;
- d) this authority will expire at the conclusion of the Company's next annual general meeting or 6.00pm on 30 June 2024, 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.

Political Donations

19. To authorise, for the purpose of Part 14 of the Companies Act 2006, the Company and any company which is or becomes its subsidiary during the period for which this resolution has effect, 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, at 6.00pm on 30 June 2024 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 £100,000 for the Group as a whole, and the amount authorised under each of 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.

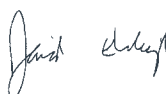
Notice of general meetings

20. To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.

California Appendix to the Serco Group plc International Save As You Earn Plan 2021

21. That the rules of the Serco Group plc International Save As You Earn Plan 2021 (the "Plan") as amended to incorporate a new Appendix D facilitating the grant of share options to employees who are residents of the state of California in the United States of America (the "California Appendix"), be approved in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification and the Directors be generally authorised to do all acts and things that they consider necessary or expedient to give effect to and operate the California Appendix.

By order of the Board



David Eveleigh

Group General Counsel and Company Secretary

20 March 2023

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

Registered in England and Wales

Company number 02048608

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 AGM 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. Shareholders are strongly encouraged to vote on the resolutions in advance of the AGM by appointing a proxy, and to consider appointing "the Chair of the meeting" as their proxy even if they intend to attend the AGM in person. Appointing a proxy will not prevent you from attending the AGM and voting on the day, and will ensure that your vote is counted if you plan to attend, but are unable to do so.
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 or at www.sharevote.co.uk no later than 48 hours prior to the AGM, being no later than 11.00am on Tuesday 25 April 2023. 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.
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 AGM and voting in person if they wish 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 them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they 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 notes 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 AGM (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 6.30pm on Tuesday 25 April 2023 (or, in the event of any adjournment, on the date which is two working 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. The Company will not permit behaviour that may interfere with anyone's security or safety or the good order of the meeting. Anyone who does not comply may be removed from 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 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 & International 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 Tuesday 25 April 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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.
9. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International 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 their 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. 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. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior).

Notice of Annual General Meeting continued

12. 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 AGM; 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 AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

13. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment of the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

14. 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. Questions relating to the business of the AGM can be submitted ahead of the meeting by email to agm@serco.com or by post to Serco Group plc, Serco House, 16 Bartley Wood Business Park, Bartley Way, Hook, Hampshire, RG27 9UY. Where appropriate, we will provide written answers to questions. Any pre-submitted questions should be submitted by 11.00 am on Tuesday 25 April 2023.

15. A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at www.serco.com.

16. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands, in line with best practice. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. The results of the poll will be published on the Company's website and announced through a Regulatory Information Service once the votes have been counted and verified.

17. 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.

18. The Directors' Service Contracts and letters of appointment for the Non-Executive Directors are available for inspection during normal business hours (Saturdays, Sundays and Bank Holidays excepted) at the Company's registered office, Serco House, 16 Bartley Wood Business Park, Bartley Way, Hook, Hampshire, RG27 9UY up to and including the date of the AGM. 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 AGM venue, 15 minutes before the commencement of the AGM on Thursday 27 April 2023 and until the closure of the meeting. The rules of the California Sub-Plan (inclusive of the rules of the Plan as approved by shareholders in 2021 and subsequently amended by Board resolution) will be available for inspection on the Financial Conduct Authority's National Storage Mechanism website at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of this notice and at the place of the Annual General Meeting for at least 15 minutes before the meeting and during the meeting.

19. As at 10 March 2023 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consisted of 1,218,008,788 ordinary shares of 2p each. There were 61,838,396 shares held in treasury. Therefore, the total voting rights in the Company as at 10 March 2023 was 1,156,170,392.

AGM information

Venue

The AGM of Serco Group plc will be held at Enterprise House, 11 Bartley Wood Business Park, Bartley Way, Hook, Hampshire RG27 9XB.

Travel Information

The venue is fully accessible by public transport:

By Train

The nearest train station is Hook, which is a short walk away from the venue. A small mini-bus has been arranged which will depart from the car park at Hook train station at 10.30am and will depart from the venue to return to Hook train station at 12.10pm.

By Bus

The number 13 bus operates between Basingstoke and Alton; please alight at Hook train station, which is a short walk away from the venue. A small mini-bus has been arranged which will depart from the car park at Hook train station at 10.30am and will depart from the venue to return to Hook train station at 12.10pm.

By Car

The venue has an on site car park.

Accessibility Information

The building is wheelchair accessible. Accessible/disabled toilets are located on the ground floor; if you need assistance, please let reception know.

Registration

Please remember to bring your Attendance Card with you. Please bring some form of identification with you to the AGM 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 procedures.

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

Questions relating to the business of the AGM can be submitted ahead of the meeting by email to agm@serco.com or by post to Serco Group plc, Serco House, 16 Bartley Wood Business Park, Bartley Way, Hook, Hampshire, RG27 9UY. Where appropriate, we will provide written answers to questions. Any pre-submitted questions should be submitted by 11.00 am on Tuesday 25 April 2023.

Notes

