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FOR IMMEDIATE RELEASE

5 June 2007

**Recommended Cash Offer by  
PKF (UK) LLP  
on behalf of  
Serco Group plc  
to acquire the entire issued and to be issued  
ordinary share capital of  
Cornwell Management Consultants plc**

**Offer update**

The Board of Serco Group plc ("Serco") announces that, as at 3.00 p.m. (London time) on 5 June 2007, Serco had received valid acceptances of the Offer for Cornwell in respect of a total of 16,065,806 Cornwell Shares representing approximately 91.2 per cent. of the existing issued ordinary share capital of Cornwell.

As announced on 17 May 2007, the Offer has been declared unconditional in all respects and it will remain open for acceptance until further notice, and Cornwell Shareholders who have not yet accepted the Offer are urged to do so as soon as possible.

Cornwell Shareholders who hold their Cornwell Shares in certificated form and have not yet accepted the Offer are encouraged to complete, sign and return the Form of Acceptance in accordance with the instructions set out in the Offer Document and on the Form of Acceptance, so as to be received by Computershare Investor Services plc, PO Box 859, The Pavilions, Bridgwater Road, Bristol, BS99 1HZ (telephone number +44 (0) 870 889 3288) as soon as possible.

Cornwell Shareholders who hold their Cornwell Shares in uncertificated form (that is in CREST) and have not yet accepted the Offer are encouraged to take the action set out in paragraph 17.2 of the letter from PKF (UK) LLP set out in Part 2 of the Offer Document to transfer or procure the transfer of their Cornwell Shares to an escrow balance as soon as possible.

**Compulsory acquisition**

Since valid acceptances have been received in respect of more than 90 per cent. in value, and more than 90 per cent. of the voting rights, of the Cornwell Shares to which the Offer relates Serco is entitled to exercise its rights pursuant to sections 974 to 991 (inclusive) of the Act to acquire compulsorily all of the outstanding Cornwell Shares in respect of which valid acceptances have not yet been received. Accordingly, compulsory acquisition notices ("Notices") pursuant to section 979 of the Act in exercise of such rights will shortly be dispatched to the holders of Cornwell Shares who have not yet accepted the Offer. The transfer of the compulsorily acquired Cornwell Shares from the non-assenting Cornwell Shareholders is expected to take place approximately six weeks after the service of the Notices.

Terms contained in the Offer Document have the same meaning in this announcement unless the context otherwise requires.

**Enquiries:**

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*This announcement does not constitute an invitation to purchase any securities or the solicitation of an offer to purchase any securities, pursuant to the Offer or otherwise. The Offer will be made solely by the Offer Document and the Form of Acceptance accompanying it, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted.*

*The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore persons in such jurisdictions into which this announcement is released, published or distributed should inform themselves about, and observe, such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities laws of any such jurisdiction.*

*The Offer is not being made, directly or indirectly, in or into, or by use of the mails, or by any means or instrumentality (including, without limitation, facsimile transmission, internet, email, telex or telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States of America, Canada, Australia or Japan or any other jurisdiction where it is unlawful to do so ("the Excluded Territories") and cannot be accepted by any such use, means, instrumentality or facility or from within any of the Excluded Territories.*

*PKF (UK) LLP, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Serco and for no-one else in connection with the Offer and will not be responsible to anyone other than Serco for providing the protections afforded to customers of PKF (UK) LLP, nor for giving advice in relation to the Offer or any matter referred to herein.*

*The Serco Directors, whose names are set out in the Offer Document, accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the Serco Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.*

*This announcement does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities.*