

Notice of Annual General Meeting

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.

Letter from the Chairman

8 April 2009

Dear Shareholder

I am pleased to invite you to join us at Serco Group plc's Annual General Meeting to be held at 11.00am on Tuesday 12 May 2009 at the Queen Elizabeth II Conference Centre, London.

The Annual General Meeting is an important occasion for us as we reflect on the Group's performance last year and the opportunities for the future and, as in previous years, Christopher Hyman, Chief Executive, will give a presentation on this at the meeting. There will be the chance for you to ask questions on either Chris' presentation or the items as set out in the Notice. To that end, as Chairman, I will try to keep discussions relevant and focused.

If you have any questions or issues which you wish to be addressed at the Annual General Meeting, you may email these to me in advance at AGM@serco.com.

To ensure everyone's safety and security at the meeting, I draw your attention to the information on page 13 of this document.

Your Directors believe that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of the resolutions as they themselves intend to do in respect of their own shareholdings in the Company.

I would also like to take this opportunity to advise you that, following a review of the provision of share registration services, we have appointed Equiniti as the Company's Registrar, in place of Computershare Investor Services PLC, with effect from 20 March 2009. Equiniti's contact details can be found within the enclosed Annual Review. You do not need to take any action as a result of this new appointment; your existing share certificate and dividend instructions remain valid.

On behalf of the Board, I would like to thank you for your continued support.

Yours sincerely

A handwritten signature in black ink, appearing to read "Kevin Beeston". The signature is stylized and written in a cursive-like font.

Kevin Beeston
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Serco Group plc (“Serco” or the “Company”) will be held at the Westminster Suite, Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1P 3EE on Tuesday 12 May 2009 at 11.00am for the following business:

ORDINARY BUSINESS

Annual Review and Accounts and Report of the Directors

1. To receive the Annual Review and Accounts for the year ended 31 December 2008.
See note on page 8

Directors’ Remuneration Report

2. To approve the Directors’ Remuneration Report for the year ended 31 December 2008.
See note on page 8

Final dividend

3. To declare a final dividend on the ordinary shares of the Company of 3.52 pence per ordinary share for the year ended 31 December 2008.
See note on page 8

Re-election of retiring Directors

4. To re-elect Kevin Beeston as a Non-Executive Director.
5. To re-elect Andrew Jenner as an Executive Director.
6. To re-elect Margaret, Baroness Ford of Cuninghame as a Non-Executive Director.
7. To re-elect David Richardson as a Non-Executive Director.

See note on page 8

Re-appointment and remuneration of auditors

8. To re-appoint Deloitte LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
9. That the Directors be authorised to agree the remuneration of the auditors.
See note on page 8

SPECIAL BUSINESS

Share buybacks

10. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 166 of the Companies Act 1985 to make market purchases (within the meaning of section 163 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 48,681,359;
 - 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);

- d) this authority will expire at the conclusion of the Company's next Annual General Meeting; 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.

See note on pages 8 and 9

Directors' authority to allot shares

11. To generally and unconditionally authorise the Directors:

- a) to allot relevant securities up to a maximum nominal amount of £3,212,969 subject to and in accordance with Article 6 of the Company's Articles of Association. This authority shall expire at the conclusion of the next Annual General Meeting of the Company; and
- b) subject to and in accordance with Article 6 of the Company's Articles of Association and section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of that Act) comprising equity securities (as defined in section 94(2) of that Act) up to a further nominal amount of £3,212,969 in connection with an offer by way of a rights issue, such authority to expire at the conclusion of the next Annual General Meeting, but so that the Company may make offers and enter into agreements during such period which would, or might, require relevant securities to be allotted after the authority ends.

All previous authorities under section 80 of the Companies Act 1985 shall be revoked.

For the purposes of the authority in paragraph (b) above, "rights issue" has the meaning given to it in Article 7 of the Company's Articles of Association.

See note on page 9

Disapplication of pre-emption rights

12. To renew the authority and power conferred on Directors by Article 7 of the Company's Articles of Association and section 95(1) of the Companies Act 1985, to allot equity securities wholly for cash, such powers being limited to:

- a) the allotment of equity securities (as defined in section 94(2) of the Companies Act 1985) pursuant to the authority given by resolution 11(b) in connection with a rights issue for the period ending at the conclusion of the next Annual General Meeting but so that the Company may make offers and enter into agreements during such period which would, or might, require relevant securities to be allotted after the authority ends and the Board may allot equity securities under any such offer or agreement as if the authority had not ended; and
- b) the allotment (otherwise than pursuant to sub-paragraph a) above) of equity securities up to an aggregate nominal amount equal to £486,814.

For the purposes of this resolution, "rights issue" has the meaning given to it in Article 7 of the Company's Articles of Association.

See note on page 9

Adoption of the Serco Group plc Performance Share Plan

13. That the rules of the Serco Group plc Performance Share Plan, (the “PSP”), the main features of which are summarised in Appendix 1 to the Notice of Annual General Meeting and which are provided to the Meeting and initialled by the Chairman for the purposes of identification, be and are hereby approved and adopted and the Directors be and are hereby authorised to do all other acts and things necessary or desirable to operate the PSP, including the ability to establish further plans similar to the PSP for the benefit of employees overseas, subject to such modifications as may be necessary or desirable to take account of applicable securities laws, exchange control or tax legislation, provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on overall participation in the PSP.
See note on page 10

Adoption of the Serco Group plc Deferred Bonus Plan

14. That the rules of the Serco Group plc Deferred Bonus Plan, (the “DBP”), the main features of which are summarised in Appendix 1 to the Notice of Annual General Meeting and which are provided to the Meeting and initialled by the Chairman for the purposes of identification, be and are hereby approved and adopted and the Directors be and are hereby authorised to do all other acts and things necessary or desirable to operate the DBP, including the ability to establish further plans similar to the DBP for the benefit of employees overseas, subject to such modifications as may be necessary or desirable to take account of applicable securities laws, exchange control or tax legislation, provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on overall participation in the DBP.
See note on page 10

Amendments to Articles of Association

15. That with effect from 00:01 on 1 October 2009:
- a) the Articles of Association of the Company be amended by deleting all the provisions of the Company’s Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company’s Articles of Association; and
 - b) the Articles of Association of the Company then in force be and are hereby altered by making the amendments set out in Appendix 2 to the Notice of Annual General Meeting.
See note on page 10

Political Donations

16. 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 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.

See note on page 10

Notice of general meetings

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

See note on page 11

Note:

Resolutions 1 to 9 inclusive and resolutions 11, 13, 14 and 16 will be proposed as ordinary resolutions.

Resolutions 10, 12, 15 and 17 will be proposed as special resolutions.

By order of the Board

A handwritten signature in black ink that reads "Joanne Roberts".

Joanne Roberts

Company Secretary

8 April 2009

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

Notes on resolutions

Resolution 1 - Annual Review and Accounts and Report of the Directors

The Board of Directors will present the Annual Review and Accounts for the year ended 31 December 2008.

Resolution 2 - Directors' Remuneration Report

The Directors' Remuneration Report is included on pages 63 to 78 in the Annual Review and Accounts.

It complies with the requirements of the Companies Act 1985 (as amended) for a report on the remuneration of all Directors, both Executive and Non-Executive.

The Report has been approved by the Board and signed on its behalf by the Company Secretary.

Resolution 3 – Final dividend

Shareholders will be asked to declare a final dividend of 3.52 pence per ordinary share for the year ended 31 December 2008. If approved, the dividend will be paid on 20 May 2009 to shareholders on the register of members at the close of business on 6 March 2009.

Resolutions 4 to 7 – Re-election of Directors

As required by the Company's Articles of Association and in accordance with the Combined Code on Corporate Governance, Mr Kevin Beeston, Baroness Ford of Cunninghame and Mr David Richardson will retire and offer themselves for re-election (resolutions 4, 6 and 7). Mr Andrew Jenner is also offering himself for re-election.

Biographical details of all the Directors standing for re-election appear on pages 60 and 61 of the Annual Review and Accounts.

A rigorous evaluation of the Board has recently been undertaken which included a formal evaluation questionnaire and one-to-one meetings for all Directors held with the Chairman. The Group recognises the importance of a rigorous evaluation process for the Board and ensures that comments and recommendations are considered carefully and implemented where appropriate. In respect of the Non-Executive Directors, the Board has concluded that each Director is free from any relationship with the executive management of Serco that could materially interfere with the exercise of his or her independent judgement.

The Board fully supports the re-election of these Directors and considers that each of these Directors continues to perform their roles effectively.

Resolutions 8 and 9 – Re-appointment and remuneration of auditors

The appointment of Deloitte LLP as auditors of the Company terminates at the conclusion of the Annual General Meeting. They have advised of their willingness to stand for re-election as auditors of the Company until the conclusion of the Annual General Meeting in 2010. The Directors recommend their re-appointment and seek authority to set their remuneration.

Resolution 10 – Share buybacks

Authority is sought to purchase up to 10% of the ordinary issued share capital of the Company during the period stated below, continuing the authority granted by the shareholders at previous Annual General Meetings.

Resolution 10 specifies the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought. 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. The Directors will exercise this authority only when they consider to do so would be in the best interests of shareholders generally.

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 enable companies in the United Kingdom to hold any of their own shares that they have purchased as treasury shares with a view to possible resale at a future date, rather than cancelling them, or to use them for the purposes of their 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 Serco's issued share capital. No dividends would be paid on, and no voting rights would be exercised in respect of, treasury shares.

While the Company does not currently hold any treasury shares, the Board believes that the authority will provide the Company with additional flexibility in the management of its capital base, enabling it to re-sell treasury shares in the future or use them to satisfy awards under the various Serco share and incentive schemes.

For information, as of 20 March 2009, the latest practicable date prior to posting of this document, there were options outstanding to subscribe for 26,161,588 ordinary shares, representing 5.37% of the Company's issued ordinary share capital. If the authority given by resolution 10 were to be fully used, that percentage would increase to 5.97% of the Company's ordinary issued share capital. The Company has no warrants in issue in relation to its shares.

Resolutions 11 and 12 – Directors' authority to allot shares and disapplication of pre-emption rights

The Articles of Association permit the Directors to allot shares in accordance with section 80 of the Companies Act 1985 up to an amount authorised by shareholders in general meeting. At this Annual General Meeting, the Directors are seeking authority to allot shares up to a maximum of £3,212,969 equal to 33% of the Company's issued share capital as at 20 March 2009. Further, the Directors are seeking an additional authority, in accordance with the ABI Investment Committee's guidance, for the allotment of an additional 33% of the Company's issued share capital by way of a fully pre-emptive rights issue.

The Directors are also seeking authority to allot shares for cash without first being required to offer such securities to existing shareholders and to dispose of treasury shares, other than by way of a rights issue, up to a maximum of £486,814 equal to 5% of the Company's issued share capital as at 20 March 2009.

Apart from issues of ordinary shares pursuant to the terms of the Company's employee share and incentive schemes, the Directors have no present intention of utilising these authorities. These limited authorities will, however, enable the Directors to respond in the interests of the Company to any appropriate opportunities which may arise. The authorities will expire at the conclusion of the Annual General Meeting in 2010.

Further, the Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three-year period without prior consultation with shareholders.

Resolutions 13 and 14 – Adoption of the Serco Group plc Performance Share Plan and the Serco Group plc Deferred Bonus Plan

Following a comprehensive triennial review of Executive Remuneration it is proposed that Executive Directors receive awards under the Serco Group plc Performance Share Plan and the Serco Group plc Deferred Bonus Plan as part of their remuneration.

These new plans will allow Serco to reward Executive Directors for delivering long term shareholder value and to align their interests with shareholders. The plans are also intended to retain employees with key skills and those who make a major contribution to the success of the Group. The main features of the new plans are summarised in Appendix 1 to the Notice of Meeting.

The Directors are also seeking authority to adopt further plans similar to the new plans to be operated in other countries, but modified to take account of local tax, exchange control or securities laws in such countries and, where feasible, to provide favourable tax treatment. Shares made available under these plans will count against overall participation limits as set for the plans.

It is currently intended that no further grants will be made under the 2005 Executive Share Option Plan or the 2006 Long Term Incentive Plan to Executive Directors.

Resolution 15 - Amendments to Articles of Association

This resolution proposes amendments to the current Articles of Association to take account of changes in English company law brought about by the implementation of certain provisions of the Companies Act 2006 with effect from 1 October 2009. Certain provisions currently in the current Memorandum of Association, such as the objects clause and the concept of authorised share capital, will be deemed to transfer to the Articles on 1 October 2009 under the Companies Act 2006 but will be unnecessary to keep. Therefore, this resolution proposes to remove these provisions from the Articles with effect from 1 October 2009 as they could otherwise be deemed a limit within the Articles from such date. The consequential amendments to the current Articles that are required with effect from 1 October 2009 to account for the removal of such provisions are set out in Appendix 2 to the Notice of Meeting.

The Companies Act 2006 is being implemented in stages, with the final implementation scheduled for 1 October 2009. In view of further changes to the Articles which may be required following the implementation of the Shareholder Rights Directive in August 2009, only the amendments outlined above have been proposed at this Annual General Meeting, as the Company expects to undertake a full review of the Articles next year. However, shareholders are reminded that many of the provisions of the Companies Act 2006 which are already in force apply to the Company as a matter of law, such as enhanced rights for all registered shareholders to appoint multiple proxies and the new rules applying to corporate representatives, regardless of any contrary provisions in the Articles.

Resolution 16 – Political Donations

The Company's policy of not giving any cash contributions to any political party will continue. However, the Directors consider that it is in the best interests of shareholders to participate in public debate and opinion-forming on matters which affect the business.

This resolution enables the Directors to incur expenditure of up to a maximum aggregate amount of £130,000, for the Group as a whole, in respect of each of the heads 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. The authority sought will, if granted, last until the conclusion of the 2010 Annual General Meeting of the Company when the Directors intend to seek renewal of this authority.

Resolution 17 - Notice of general meetings

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The Regulations implementing this Directive will increase the notice period for general meetings of the Company to 21 days unless certain requirements are satisfied. The Company is currently able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 17 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive in order to be able to call a general meeting on 14 clear days' notice.

Notes:

1. All members who hold ordinary shares are entitled to attend, speak and vote at the meeting. Such members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and to vote on their behalf at the meeting. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.

A form of proxy is enclosed. If you do not intend being present at the meeting, please sign and return it so as to reach the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, BN99 6BN no later than 48 hours prior to the Annual General Meeting for it to be effective. If you change your mind about your proxy, you may still attend and vote at the meeting. A proxy does not need to be a member of the Company.
2. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the Companies Act 2006 ('nominated persons'). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such agreement to give instructions to the person holding the shares as to the exercise of voting rights.
3. If you have been nominated to receive general shareholder communications directly from Serco Group plc it is important to remember that your main contact in terms of your investment remains as it was (the registered shareholder, or perhaps investment manager, custodian or broker, who administers the investment on your behalf). Therefore any changes or queries relating to your personal details and shareholding (including any administration thereof) must continue to be directed to your existing contact at your investment manager, custodian or broker. Serco Group plc cannot guarantee that it will deal with matters that are directed to us in error. The only exception to this is where Serco Group plc, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.
4. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
5. The Register of Directors' Interests, the Directors' Service Contracts, letters of appointment for the Non-Executive Directors, the proposed rules for the Serco Group plc Performance Share Plan and the Serco Group plc Deferred Bonus Plan and amended Articles of Association are available for inspection during normal business hours (Saturdays, Sundays and Bank Holidays excepted) at the Registered Office, Serco House, 16 Bartley Wood Business Park, Bartley Way, Hook, Hampshire, RG27 9UY up to and including the date of the Annual General Meeting. If you wish to view these documents, please telephone the Company Secretarial Department on +44 (0) 1256 745900. In addition, the proposed rules for the Serco Group plc Performance Share Plan and the Serco Group plc Deferred Bonus Plan and the proposed amendments to the Articles of Association are available for inspection during normal business hours (Saturday, Sunday and Bank Holidays excepted) at the office of Linklaters LLP at One Silk Street, London, EC2Y 8HQ up to and including the date of the Annual General Meeting.

The same documents will also be available for inspection at the Queen Elizabeth II Conference Centre from 15 minutes before the commencement of the Annual General Meeting on 12 May 2009 until it ends.
6. The Company, pursuant to regulation 41 of the Uncertified Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company at the close of business on 10 May 2009 shall be entitled to attend or vote at the aforesaid general meeting in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

7. The total number of issued ordinary shares in the Company on 20 March 2009, which is the latest practicable date before the publication of this document, is 486,813,598. On a vote by show of hands every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll vote every member who is present in person or by proxy has one vote for every ordinary share of which he is the holder.

AGM Arrangements

Voting

Shareholders who will not be able to attend the Annual General Meeting are encouraged to vote their shares by appointing a proxy and issuing voting instructions (either electronically by visiting www.sharevote.co.uk or by completing and returning their proxy cards).

The Company continues to provide electronic proxy voting for this year's Annual General Meeting. Shareholders who are not CREST members can appoint a proxy and vote online for or against (or consciously not vote for) the resolutions to be proposed at the Annual General Meeting by visiting the website: www.sharevote.co.uk. The onscreen instructions will give details on how to complete the appointment and voting process.

CREST members, CREST personal members and other CREST sponsored members should consult the CREST Manual or their sponsor or voting service provider for instructions on electronic proxy appointment and voting. 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 CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions 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 10 May 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the stamp applied to the message by the CREST Applications Host) from which the issuers' 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.

The Company may treat as invalid a CREST proxy voting instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Venue

The Annual General Meeting of Serco Group plc will be held at the Westminster Suite, Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1P 3EE.

Travel Information

By Tube

The Centre is situated a 5 minutes walk from either Westminster Station on the Jubilee, Circle and District Lines or St James's Park on the Circle and District Lines.

By Bus

Buses 11, 12, 24, 53, 77a and 88 stop at Parliament Square.

By Car

The Centre is within easy reach of the A1, M1, M25, M11, M40, M4, M3, M2 and M23. There is no car parking at the Centre, however there are four public car parks nearby.

Special Needs

If a disabled delegate arrives at the Centre with a disabled badge displayed in their vehicle, they will be allowed to park at the forecourt.

There is a ramp from the forecourt which leads to the front doors which are wide enough for easy wheelchair access. There are induction loops fitted in the Westminster Suite.

Registration

Please remember to bring your Attendance Card with you. Please bring some form of identification with you to the Annual General Meeting 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 staff. You will be asked to pass through our security systems before entering the meeting.

We would advise you that we will check everyone's bag or briefcase. 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 the meeting begins.

If you want to ask a question at the meeting

Please let us know at Registration if you wish to ask a question during the meeting. Alternatively, you can email your question to AGM@serco.com prior to the meeting.

Appendix 1

Principal features of the Serco Group plc Performance Share Plan and Deferred Bonus Plan

The principal features of the Serco Group plc Performance Share Plan (the “PSP”) and the Serco Group plc Deferred Bonus Plan (the “DBP”) are summarised below.

1 Summary of the principal features of the Serco Group plc Performance Share Plan

1.1 Eligibility

Employees and Executive Directors of the Company and its subsidiaries may be selected by the Remuneration Committee (the “Committee”) to participate in the PSP. It is currently intended that mainly Executive Directors and selected senior executives will be invited to participate in the PSP.

1.2 Grant and vesting of awards

Awards under the PSP will first be granted within six weeks of shareholder approval of the PSP and, thereafter, normally within six weeks after the announcement of the Company’s results for any period. No Awards will be granted after the tenth anniversary of the PSP’s approval by shareholders.

An Award of Shares under the PSP will normally vest after 3 years subject to the satisfaction of any performance condition and continued employment.

Generally, Awards granted to a Participant in respect of any financial year cannot exceed two times basic salary at the time of award. However, this limit may be increased in exceptional circumstances, for example, for recruitment or retention purposes.

1.3 Performance condition

The vesting of an Award may be subject to the satisfaction of a performance condition which will be set by the Committee each time the PSP is operated. Awards granted to Executive Directors will be subject to a performance condition. For the 2009 operation of the PSP, 70% of an Award will vest according to the Company’s total shareholder return (“TSR”) relative to companies placed 51 to 130 in the FTSE (excluding investment trusts) over a 3 year period. None of this part of an Award will vest if the Company’s TSR is below median; 25% of this part of an Award will vest at median rising on a straight line basis to 100% of this part vesting for upper quartile performance. The other 30% of an Award will vest for achievement against a sliding scale of growth in Earnings Per Share (“EPS”) over a 3 year period.

The EPS performance range for the first year of the first performance period (being 2009) will be annual growth in EPS of 13% (threshold) to 19% (maximum). This takes into account the impact on earnings of the acquisition of SI at the end of 2008. For subsequent years, and in line with analysts’ expectations, the range will be compound growth in EPS of 9% per year at threshold and 14% per year at maximum. At the end of the three year period, 25% of this part of an Award will vest for threshold performance, rising on a straight line basis to 100% of this part of an Award vesting for maximum performance.

1.4 Leavers

Awards will normally lapse when the participant ceases to be employed by the Serco Group. However, if employment ends because of ill health, retirement by agreement, redundancy, the sale of the employing company or business (other than a change of control of the Company) or for other reasons agreed by the Committee, the Awards will vest as follows, unless the Committee decides otherwise. The Award will continue and will vest in the normal way subject to the satisfaction of any performance condition. The number of Shares vesting will be time pro-rated, unless the Committee decides otherwise. If the participant dies, the Award will vest immediately subject to the satisfaction of any performance condition and time pro-rating, unless the Committee decides otherwise.

1.5 Change of control, merger or other reorganisations

If there is a takeover, scheme of arrangement, merger or other corporate reorganisation of the Company (other than an internal reorganisation), participants may be required or may be allowed to exchange their Awards for equivalent awards over shares in the acquiring company. If the Awards are not exchanged, they will immediately vest subject to the satisfaction of any performance condition and time pro-rating, unless the Committee decides otherwise.

2 Summary of the principal features of the Serco Group plc Deferred Bonus Plan

2.1 Eligibility

Employees and Executive Directors of the Company and its subsidiaries may be selected by the Committee to participate in the DBP. It is currently intended that mainly Executive Directors and selected senior executives will be invited to participate in the DBP.

2.2 Grant and vesting of awards

The DBP will first be operated within six weeks of shareholder approval of the DBP, and thereafter, normally within six weeks of the announcement of the Company's results for any period. No awards will be granted after the tenth anniversary of the DBP's approval by shareholders.

The DBP gives participants an opportunity to invest a proportion of their annual bonus in Shares ("Investment Shares") and receive a matching award of Shares ("Matching Award"). The maximum investment will be 50% of bonus and the matching ratio will not exceed 2:1 (on a gross basis), other than in exceptional circumstances.

A Matching Award will normally vest after 3 years, subject to the satisfaction of any performance condition, retention of the Investment Shares and continued employment.

2.3 Performance condition

The vesting of a Matching Award may be subject to the satisfaction of a performance condition which will be set by the Committee each time the DBP is operated. Matching Awards to Executive Directors will be subject a performance condition. For the 2009 operation of the DBP, Matching Awards will be made on a 2:1 basis and 50% of such a Matching Award will vest according to the Company's TSR relative to companies placed 51 to 130 in the FTSE (excluding investment trusts) over a 3 year period. None of this part of a Matching Award will vest if the Company's TSR is below median; 50% of this part of a Matching Award will vest at median rising on a straight line basis to 100% of this part vesting for upper quartile performance. The other 50% of a Matching Award will vest for achievement against a sliding scale of growth in EPS over a 3 year period.

The EPS performance range for the first year of the first performance period (being 2009) will be annual growth in EPS of 13% (threshold) to 19% (maximum). This takes into account the impact on earnings of the acquisition of SI at the end of 2008. For subsequent years, and in line with analysts' expectations, the range will be compound growth in EPS of 9% per year at threshold and 14% per year at maximum. At the end of the three year period, 25% of this part of a Matching Award will vest for threshold performance, rising on a straight line basis to 100% of this part of a Matching Award vesting for maximum performance.

2.4 Leavers

Matching Awards will normally lapse when the participant ceases to be employed by the Serco Group. However, if employment ends because of ill health, retirement by agreement, redundancy, the sale of the employing company or business (other than a change of control of the Company) or for other reasons agreed by the Committee, the Matching Awards will vest as follows, unless the Committee decides otherwise. The Matching Awards will continue and will vest in the normal way subject to the satisfaction of any performance condition. The number of Shares vesting will be time pro-rated, unless the Committee decides otherwise. If the participant dies, the Matching Award will vest immediately subject to the satisfaction any performance condition, unless the Committee decides otherwise. Participants will not lose their Investment Shares on leaving employment.

2.5 Change of control, merger or other reorganisations

If there is a takeover, scheme of arrangement, merger or other corporate reorganisation of the Company (other than an internal reorganisation), participants may be required or may be allowed to exchange their Matching Awards for equivalent awards over shares in the acquiring company. If the Matching Awards are not exchanged, they will immediately vest, subject to the satisfaction of any performance conditions and time pro-rating, unless the Committee decides otherwise.

3 Common features

3.1 Plan limits

Shares can be issued under the PSP and DBP. In any 10 year period, not more than 10% of the issued ordinary share capital of the Company may be issued or committed to be issued under employee share plans operated by the Company. In addition, in any 10 year period, not more than 5% of the issued ordinary share capital of the Company may be issued or committed to be issued under discretionary share plans adopted by the Company. These limits do not include any rights to Shares which have lapsed or have been surrendered.

3.2 Variations

If there is a variation in the share capital of the Company, a demerger or a special dividend, the Committee may adjust Awards and Matching Awards as it considers appropriate.

3.3 Amendment of the PSP and DBP

The rules of the PSP and the DBP may be amended by the Committee. However, prior shareholder approval will be required to amend certain provisions if the amendments are to the advantage of participants. These provisions relate to: eligibility; individual and plan limits; the basis for entitlement to Shares; rights attaching to Shares; rights in the event of a variation of the share capital of the Company; or the amendment power itself. Shareholder approval is not required to make minor amendments to facilitate the administration of the relevant plan, which relate to any change in, or which obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or any participating company.

3.4 Other provisions in the PSP and DBP

Awards under the PSP and Matching Awards under the DBP can be satisfied by the issue of new Shares and/or the transfer of market purchased Shares.

Awards under the PSP and Matching Awards under the DBP are not pensionable.

Participants will not have dividend or voting rights in respect of Shares under award until such Shares have been issued or transferred to them.

On vesting of Awards and Matching Awards, participants will receive a payment in cash or Shares equal to the value of dividends which would have been payable on the vested Shares during the vesting period.

Any Shares issued under the PSP or DBP will rank equally with Shares of the same class in issue on the date of allotment except in respect of rights by reference to a prior record date.

The Committee has discretion to vary the proportion of Awards and Matching Awards that vest under the PSP and DBP respectively, to ensure that the outcomes are fair, and appropriately reflect the underlying financial performance of the Group.

A shareholding policy is in place for Executive Directors, which is reviewed and approved by the Board regularly along with compliance.

Appendix 2

Proposed changes to the Articles of Association of Serco Group plc with effect from 1 October 2009

The following sets out the proposed amendments to the current Articles of Association of the Company pursuant to resolution 15.

Article	Amendment
3	Delete in its entirety and insert a new article stating: “3. [Intentionally deleted]”

A draft of the Articles of Association marked to show the changes to the existing Articles of Association to take account of the proposed amendments pursuant to resolution 15 will be displayed on the Company's website: www.serco.com/investors/downloads/agminformation

