

Performance Share Plan 2015-17

Serco Group plc ('Serco' or 'the Company') announced on 1 June 2015 that, on 29 May 2015, the individuals named below, each a person discharging managerial responsibility, were granted options to acquire at nominal cost (with the exception of Ed Casey and Dan Allen, whose options are exercisable at nil cost) the following number of ordinary shares of 2p each in the Company, through participation in the Serco Group plc Performance Share Plan ('the PSP'):

	Option Award (Maximum)
Rupert Soames	1,241,782
Ed Casey	884,487
Angus Cockburn	639,152
Dan Allen	327,086
Liz Benison	230,094
Kevin Craven	287,728
David Eveleigh	199,415
David Greer	192,465
Mark Irwin	227,668
Guy Leach	210,482
Geoff Lloyd	210,664

The number of shares that will vest under the PSP is conditional upon the satisfaction of three independent equally-weighted performance measures as follows:

Performance Measure	Weighting of Measure	Performance Target
Aggregate EPS	1/3 rd	Statutory Earnings Per Share (EPS) before exceptional items (adjusted to reflect tax paid on a cash basis) of 10.30p (threshold, 25% vesting) to 12.50p (maximum, 100% vesting), measured as an aggregate over the three-year performance period ending 31 December 2017.
Relative TSR	1/3 rd	Total Shareholder Return (TSR) of median (threshold, 25% vesting) to upper quartile (maximum, 100% vesting) when ranked relative to companies in the FTSE250 (excluding investment trusts), measured from the 30-day period following the completion of the Rights Issue to the 30-day period following announcement of the Company's 2017 results.
ROIC	1/3 rd	Pre-tax Return on Invested Capital (ROIC) of 8.4% (threshold, 25% vesting) to 10.2% (maximum, 100% vesting), measured as an average over the three-year performance period ending 31 December 2017.

The above performance targets for Aggregate EPS and ROIC reflect the current composition of the Company's business operations and therefore do not take into account the impact of any potential future disposals. In exceptional circumstances the Remuneration Committee retains discretion to change performance measures and targets and the weightings attached to performance measures part-way through the performance period if there is a significant event such as a major transaction.

Each element of the PSP award will be subject to a post-vesting holding requirement that takes the total term of the award to a minimum of five years for Executive Directors. Post-vesting clawback also applies to these awards. Awards to all participants are subject to pre-vesting malus.

Further details of the PSP and other remuneration information are presented in the Directors' Remuneration Report for the year ended 31 December 2014, available on www.serco.com/investors.