

Serco Group plc

Notice of Annual General Meeting 2017

**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

17 March 2017

Dear Shareholder

I am pleased to invite you to attend Serco Group plc's 2017 Annual General Meeting (the "AGM") to be held at 11.00am on Thursday 11 May 2017 at the offices of Clifford Chance, 10 Upper Bank Street, Canary Wharf, London E14 5JJ.

The formal notice of AGM is set out on pages 3 to 6 of this document and explanatory notes on the business to be considered appear on pages 7 to 9. In accordance with the UK Corporate Governance Code, all members of the Board of Directors will be subject to election or re-election at the AGM.

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

The Board of Directors welcomes the opportunity the AGM provides to engage directly with our shareholders and I very much hope that you will be able to attend. However, if you cannot attend the meeting but would like to vote on the resolutions, please complete the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 11.00am on Tuesday 9 May 2017. 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 of Directors, I would like to thank you for your continued support for the Company and look forward to meeting you at the AGM.

Yours sincerely



Sir Roy Gardner  
Chairman

Serco Group plc  
Serco House, 16 Bartley Wood Business Park, Bartley Way,  
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Serco Group Plc, a company registered in England and Wales No. 2048608  
Registered Office: Serco House, 16 Bartley Wood Business Park, Bartley Way, Hook, Hampshire RG27 9UY, United Kingdom

# Notice of Annual General Meeting

Notice is hereby given that the 2017 Annual General Meeting of Serco Group plc ('Serco' or the 'Company') will be held at the offices of Clifford Chance, 10 Upper Bank Street, Canary Wharf, London E14 5JJ on Thursday 11 May 2017 at 11.00am to consider and, if thought fit, pass the resolutions detailed below. Resolutions 1 to 14, 16 and 19 are proposed as ordinary resolutions and resolutions 15, 17, 18 and 20 as special resolutions:

## **Annual Report and Accounts**

1. To receive the Annual Report and Accounts and the reports of the Directors and Auditors thereon for the financial year ended 31 December 2016 (the "Annual Report and Accounts").

See note on page 7.

## **Remuneration Policy and Remuneration Report**

2. To approve the Directors' Remuneration Policy, set out on pages 101 to 110 of the Annual Report and Accounts.

See note on page 7.

3. To approve the Annual Report on the Directors' Remuneration for the financial year ended 31 December 2016 as set out on pages 96 to 125 (save for the Directors' Remuneration Policy) of the Annual Report and Accounts.

See note on page 7.

## **Election and re-election of Directors**

4. To elect John Rishton as a Non-Executive Director.
5. To re-elect Rupert Soames as an Executive Director.
6. To re-elect Angus Cockburn as an Executive Director.
7. To re-elect Edward J Casey Jr as an Executive Director.
8. To re-elect Michael Clasper as a Non-Executive Director.
9. To re-elect Ralph D Crosby Jr as a Non-Executive Director.
10. To re-elect Sir Roy Gardner as a Non-Executive Director.
11. To re-elect Rachel Lomax as a Non-Executive Director.
12. To re-elect Angie Risley as a Non-Executive Director.

See note on page 7.

## **Appointment and remuneration of auditor**

13. To appoint 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 of Directors) to agree the remuneration of the auditor.

See note on page 7.

## Notice of Annual General Meeting continued

### Share buybacks

15. 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 2p each provided that:
- a) the maximum number of ordinary shares that may be purchased under this authority is 109,856,423 (representing 10% of the issued ordinary share capital of the Company);
  - 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 (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 close of business on 30 June 2018, 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.

See note on page 8.

### Directors' authority to allot shares

16. 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 £7,323,761; and
  - ii) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £7,323,761 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 close of business on 30 June 2018, 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.

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 exclusions 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.

See note on page 8.

### Disapplication of pre-emption rights

17. That, in substitution for all existing powers and subject to the passing of resolution 16 above, the directors be generally empowered 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 16 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 power 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 16, such power 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; and

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (i) of resolution 16 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 17) up to a nominal amount of £1,098,564 calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights,

such power to apply until the end of the Company's next AGM after this resolution is passed (or, if earlier, until the close of business on 30 June 2018) but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted (or treasury shares to be sold) after the power expires and the directors may allot equity securities and/or sell treasury shares under any such offer or agreement as if the power had not expired.

For the purpose of this resolution 17, "rights issue" has the same meaning as in resolution 16 above.

18. That, in addition to any power granted under resolution 17, and subject to the passing of resolution 16, the directors be generally empowered 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 16 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 power to be:

- (i) limited to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £1,098,564 calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other 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,

such power to apply until the end of the Company's next AGM (or, if earlier, until the close of business on 30 June 2018) but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted or rights to subscribe for or to convert any security into shares to be granted (or treasury shares to be sold) after the power expires and the directors of the Company may allot equity securities or grant such rights (or sell treasury shares) under any such offer or agreement as if the power conferred hereby had not expired.

See note on page 8.

## Notice of Annual General Meeting continued

### Political Donations

19. To authorise the Company and any company which is or becomes its subsidiary during the period to which this resolution has effect, 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 or, if earlier, 30 June 2018 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 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.

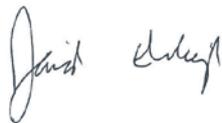
See note on page 9.

### 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.

See note on page 9.

By order of the Board



David Eveleigh  
Company Secretary  
17 March 2017

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 on resolutions

### **Resolution 1 – Annual Report and Accounts**

The Board of Directors will present the Annual Report and Accounts and the reports of the Directors and Auditors thereon for the financial year ended 31 December 2016 (the "Annual Report and Accounts").

### **Resolution 2 – Directors' Remuneration Policy**

Serco Group plc (the "Company") is required to seek shareholder approval for its policy on Directors' remuneration (the "Remuneration Policy") at least once every three years. This is a binding vote and, if approved, the revised Remuneration Policy will take effect from the end of this Annual General Meeting (the "AGM"). Once the Remuneration Policy has been approved, the Company may not make a remuneration payment or payment for loss of office to a director or former director of the Company unless that payment is consistent with the approved Remuneration Policy, or has otherwise been approved by a shareholder resolution. Subject to approval at the AGM the Remuneration Policy will take effect from 11 May 2017.

The requirement to obtain shareholder approval for the Remuneration Policy comes at a time when the business is at a critical stage of its turnaround, with the Transformation stage just over half-way through. As a result the Company is asking shareholders to approve the renewal of the current Policy for a single year. The Remuneration Committee will undertake a complete review of the Policy during 2017, and will put a new three-year Policy to shareholders at the AGM in 2018.

The Remuneration Policy is included on pages 101 to 110 in the Annual Report and Accounts.

### **Resolution 3 – Annual Report on Remuneration**

The Annual Report on Remuneration (the 'Remuneration Report') is included on pages 96 to 125 in the Annual Report and Accounts and gives details of the Directors' remuneration for the year ended 31 December 2016. Shareholders will be asked to approve the Remuneration Report (save for the Remuneration Policy which is dealt with under Resolution 2 above), which complies with the requirements of the Companies Act 2006 for a report on the remuneration of all Directors, both Executive and Non-Executive. This is an advisory vote and the Directors' entitlement to remuneration is not conditional on it.

The Company's external auditor, KPMG LLP has audited those parts of the Annual Report on remuneration that are required to be audited and their report can be found on pages 134 to 138 of the Annual Report and Accounts.

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

### **Resolutions 4 to 12 – Election and re-election of Directors**

The Company's articles of association require that all Directors retire at least every three years and that all newly appointed Directors retire at the first AGM following their appointment. However, in accordance with the recommendations of the UK Corporate Governance Code, the Directors have resolved that they will all retire and submit themselves for re-election by the shareholders at each AGM of the Company.

Biographical details of all Directors can be found on pages 74 and 75 of the Company's Annual Report and Accounts and on the Company's website ([www.serco.com](http://www.serco.com)).

Following a formal 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 continue to demonstrate a great deal of commitment to their roles and that their respective skills complement each other to enhance the overall operation of the Board of Directors.

John Rishton was appointed to the Board as Non-Executive Director on 13 September 2016 is standing for election. John Rishton has extensive executive and non-executive experience and the Board is already feeling the benefit of his considerable knowledge and track record in a range of industries. The Board fully supports his election.

### **Resolutions 13 and 14 – Appointment and remuneration of auditor**

As noted in the Chairman's letter accompanying the Notice of the 2016 AGM, in line with best practice the role of External Auditor was put out to formal competitive tender in 2016. New legislation implemented in June 2016, which requires companies to change auditor at least every 20 years meant that Deloitte LLP, the incumbent, did not participate in the tender process. On 27 May 2016, on the Audit Committee's recommendation, the Board approved the appointment of KPMG LLP as External Auditor and Deloitte LLP resigned from office. KPMG LLP have carried out the audit of the accounts of Serco Group plc for the 2016 financial year and their appointment for the coming year is subject to shareholder approval at the AGM in 2017.

The Audit Committee (for and on behalf of the Directors) are also seeking authority to set the auditor's remuneration.

## Notice of Annual General Meeting continued

### Notes on resolutions continued

#### **Resolution 15 – Share buybacks**

Authority is sought to purchase up to 109,856,423 shares which is equivalent to approximately 10% of the ordinary issued share capital of the Company as at 14 March 2017, until the earlier of the conclusion of the AGM in 2018 or close of business on 30 June 2018, continuing the authority granted by the shareholders at previous AGMs.

Resolution 15, 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 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.

Pursuant to the Companies Act 2006, a Company may 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 the Company'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, and the Directors have no present intention of exercising the authority to make market purchases, 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.

For information, as of 14 March 2017, the latest practicable date prior to posting of this document, there were options outstanding to subscribe for 31,188,895 ordinary shares, representing approximately 2.84% of the Company's issued ordinary share capital as at 14 March 2017. If the existing authority given on 12 May 2016 and the authority being sought under Resolution 15 were to be fully used, that percentage would increase to approximately 3.15% of the Company's ordinary issued share capital (excluding treasury shares). The Company has no warrants in issue in relation to its shares.

#### **Resolution 16 – Directors' authority to allot shares**

Resolution 16 seeks shareholder approval to renew the directors' authority to allot shares.

The Investment Association share capital management guidelines on directors' authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two thirds of the Company's issued share capital. The guidelines provide that the extra routine authority (that is, the authority to allot shares representing the additional one third of the Company's issued share capital) should only be used to allot shares pursuant to a fully pre-emptive rights issue.

In accordance with these guidelines, the board seeks the shareholders' authority to allot shares in the capital of the Company up to a maximum nominal amount of £14,647,523, representing approximately two thirds of the Company's issued ordinary share capital as at 14 March 2017 (the latest practicable date prior to publication of this notice). Of this amount, £7,323,761 (representing approximately one third of the Company's issued ordinary share capital) 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 (a) and (b) of this resolution will expire at the end of the Company's next AGM or, if earlier, close of business on 30 June 2018.

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.

#### **Resolutions 17 and 18 – 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), company law requires that these shares are offered first to the shareholders, in proportion to their existing holdings.

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 to undertake a rights issue or to allot new shares. The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights. The purpose of resolutions 17 and 18, which are each proposed as special resolutions, is to enable shareholders to waive their pre-emption rights.

Resolution 17 authorises directors to allot new shares, pursuant to the authority given by resolution 16, or to sell treasury shares for cash:

- (a) up to a nominal amount of £14,647,523, representing approximately two thirds of the Company's issued ordinary share capital, to existing shareholders on a pre-emptive basis. However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the directors may only allot shares up to a nominal amount of £7,323,761, (representing approximately one third of the Company's issued ordinary share capital) (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); and/or
- (b) otherwise up to a nominal value of £1,098,564, equivalent to approximately 5% of the total issued ordinary share capital of the Company as at 14 March 2017,

in each case without the shares first being offered to shareholders in proportion to their existing holdings.

Resolution 18 additionally authorises the directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six 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 six month period and is disclosed in the announcement of the allotment. The authority under resolution 18 is limited to a nominal value of £1,098,564, equivalent to approximately 5% of the nominal value of the ordinary share capital of the Company in issue on 14 March 2017.

The directors intend to adhere to the provisions in the Pre Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in resolution 17 either in excess of an amount equal to 5% of the total issued ordinary share capital of the Company (excluding treasury shares) or in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three year period, without prior consultation with shareholders. Adherence to the Pre Emption Group's Statement of Principles would not preclude issuances under the authority sought under resolution 18.

Resolutions 17 and 18 comply with the Investment Association's share capital management guidelines and follow the resolution templates issued by the Pre Emption Group in May 2016.

If the resolutions are passed, the authorities will expire at the end of the Company's next AGM or, if earlier, close of business on 30 June 2018.

#### **Resolution 19 – Political Donations**

The Company's policy of not giving any cash contributions to, or incurring any expenditure on behalf of, 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 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 2018 AGM of the Company (or, if earlier close of business on 30 June 2018) 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 AGMs) on 14 clear days' notice and it is equivalent to the authority granted to the Directors at last year's AGM. The minimum notice period permitted by the Companies Act 2006 for general meetings (other than AGMs) 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 AGMs). AGMs will continue to be held on at least 21 clear days' notice. Shareholders approved this resolution at last year's AGM and in order to preserve this ability, Resolution 20 seeks such approval again. The approval will again be effective until the Company's next AGM, 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.

## Notice of Annual General Meeting continued

### 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 Annual General Meeting 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.
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 no later than 48 hours prior to the Annual General Meeting or at [www.sharevote.co.uk](http://www.sharevote.co.uk), no later than 11.00am on 9 May 2017. 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 Annual General Meeting and voting in person if he/she wishes 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 him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she 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 paragraphs 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 Annual General Meeting (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 9 May 2016 (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.
7. As at 14 March 2017 (being the last business day prior to the production of this Notice) the Company's issued share capital consists of 1,098,564,237 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 14 March 2017 are 1,098,564,237.
8. 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](http://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.
9. 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 & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://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 9 May 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.
10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland 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 his 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.
11. 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.
12. 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.

13. 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 Annual General Meeting; 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 Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
14. 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 or 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.
15. 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.
16. A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at [www.serco.com](http://www.serco.com).
17. 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 notified to the UK Listing Authority once the votes have been counted and verified.
18. 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.
19. The Directors' Service Contracts, letters of appointment for the Non-Executive Directors and 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.  
  
The same documents will also be available for inspection at the Annual General Meeting venue, 15 minutes before the commencement of the Annual General Meeting on 11 May 2017 and until the closure of the meeting.

# AGM Arrangements

## **Venue**

The Annual General Meeting of Serco Group plc will be held at Clifford Chance, 10 Upper Bank Street, Canary Wharf, London E14 5JJ.

## **Travel Information**

The venue is fully accessible by public transport:

### **By Tube**

The nearest underground station is Canary Wharf which is a short walk away

### **By Bus**

Your choice of bus services:

D3 Bethnal Green to Canary Wharf

D7 Mile End to Canary Wharf

D8 Stratford to Canary Wharf

135 Moorfields to Canary Wharf

277 Highbury and Islington to Canary Wharf

N550 Trafalgar Square to Canary Wharf (Night Bus)

### **By Car**

The venue is located within walking distance of the public car park, Jubilee Place Car Park: Entrance on Bank Street (use E14 5NY for sat nav).

## **Special Needs**

The building is wheelchair accessible directly from Upper Bank Street. There is a drop-off/pick-up point directly outside the building where cars can stop temporarily to ease access. A lift is available from security to the main reception area; should you require any assistance, please ask security upon arrival. Accessible/disabled toilets are located on the ground floor, behind reception and in both meeting room areas; 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 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.

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**

Please let us know at Registration if you wish to ask a question during the meeting. Alternatively, you can email your question to [cosec@serco.com](mailto:cosec@serco.com) prior to the meeting.