

Results of Annual General Meeting 2011

The Annual General Meeting of Serco Group plc was held on 9 May 2011. In line with recommended practice, a poll was conducted on each resolution at the meeting. The results of the poll are set out below.

| | For ¹ | | Against | | Withheld ² |
|---|------------------|-----------------|------------|-----------------|-----------------------|
| | Votes | % of votes cast | Votes | % of votes cast | Votes |
| Resolution 1: Annual Report and Accounts | 374,870,359 | 99.96 | 154,111 | 0.04 | 9,765 |
| Resolution 2: Remuneration Report | 298,080,103 | 92.98 | 22,494,102 | 7.02 | 54,392,029 |
| Resolution 3: Declare a Final Dividend | 375,028,455 | 100.00 | 1,971 | 0.00 | 3,809 |
| Resolution 4: Paul Brooks | 374,107,622 | 99.76 | 905,088 | 0.24 | 21,525 |
| Resolution 5: Alastair Lyons | 370,981,794 | 98.92 | 4,040,087 | 1.08 | 12,354 |
| Resolution 6: Christopher Hyman | 374,094,636 | 99.75 | 928,676 | 0.25 | 10,923 |
| Resolution 7: Andrew Jenner | 373,962,230 | 99.72 | 1,061,770 | 0.28 | 10,235 |
| Resolution 8: David Richardson | 373,379,807 | 99.56 | 1,639,447 | 0.44 | 14,980 |
| Resolution 9: Leonard Broese van Groenou | 373,401,081 | 99.57 | 1,616,428 | 0.43 | 16,726 |
| Resolution 10: Re-Appointment of Auditors | 370,502,232 | 99.80 | 748,061 | 0.20 | 3,783,941 |
| Resolution 11: Remuneration of Auditors | 374,820,918 | 99.94 | 209,117 | 0.06 | 4,200 |
| Resolution 12: Purchase own Shares ³ | 374,863,051 | 99.96 | 159,280 | 0.04 | 11,904 |
| Resolution 13: Allot Relevant Securities | 335,810,379 | 89.54 | 39,212,835 | 10.46 | 11,021 |
| Resolution 14: Disapply Pre-emption Rights ³ | 374,761,132 | 99.94 | 224,200 | 0.06 | 48,902 |
| Resolution 15: Political Donations | 358,396,747 | 96.54 | 12,830,468 | 3.46 | 3,805,240 |
| Resolution 16: Notice of Meetings ³ | 355,225,042 | 94.72 | 19,798,752 | 5.28 | 10,441 |
| Resolution 17: Increase limit on Directors' fees | 373,801,889 | 99.68 | 1,188,254 | 0.32 | 44,092 |
| Resolution 18: Angie Risley | 373,479,655 | 99.73 | 1,025,845 | 0.27 | 528,735 |

Notes:

1. Includes those votes giving the Chairman discretion.
2. A "Vote Withheld" is not a vote in law and is not counted in the calculation of the proportion of votes "For" or "Against" a Resolution.
3. Special Resolution
4. At the meeting date there were 493,408,083 ordinary shares in issue.