

11th May 2017

## Serco Group plc – Results of Annual General Meeting

Further to the notice of Annual General Meeting dated 17 March 2017, an Annual General Meeting of the Company was held on 11 May 2017 at 11.00am at Clifford Chance, 10 Upper Bank Street, Canary Wharf, London, E14 5JJ. All resolutions as set out in the notice of Annual General Meeting (the "**Resolutions**") were duly passed.

The table below shows the votes received for and against the Resolutions, representing a total of 71.76 per cent of the 1,098,564,237 Ordinary Shares in issue as at the time of the meeting.

	Votes For <sup>1</sup>	% of votes cast <sup>2</sup>	Votes against	% of votes cast <sup>2</sup>	Total votes validly cast	Votes withheld <sup>3</sup>
Resolution 1: To receive the Annual Report and Accounts	788,293,150	100.00	27,948	0.00	788,321,098	52,394
Resolution 2: To approve the Director's Remuneration Policy	736,257,238	93.39	52,086,742	6.61	788,343,980	29,512
Resolution 3: To approve the Annual Report on Director's Remuneration	759,195,936	96.30	29,155,876	3.70	788,351,812	21,680
Resolution 4: To elect John Rishton as a Non-Executive Director	782,677,004	99.28	5,663,950	0.72	788,340,954	32,538
Resolution 5: To re-elect Rupert Soames as an Executive Director	786,069,974	99.72	2,214,029	0.28	788,284,003	91,489
Resolution 6: To re-elect Angus Cockburn as an Executive Director	786,122,124	99.72	2,229,881	0.28	788,352,005	21,487
Resolution 7: To re-elect Edward J Casey Jr as an Executive Director	786,103,354	99.71	2,248,651	0.29	788,352,005	21,487
Resolution 8: To re-elect Michael Clasper as a Non-Executive Director	786,405,411	99.75	1,948,579	0.25	788,353,990	19,502
Resolution 9: To re-elect Ralph D Crosby Jr as a Non-Executive Director	786,378,655	99.75	1,975,893	0.25	788,354,548	18,944

continued

Resolution 10: To re-elect Sir Roy Gardner as a Non-Executive Director	786,054,987	99.71	2,297,389	0.29	788,352,376	21,116
Resolution 11: To re-elect Rachel Lomax as a Non-Executive Director	786,219,186	99.75	1,945,698	0.25	788,164,884	18,982
Resolution 12: To re-elect Angie Risley as a Non-Executive Director	786,422,129	99.76	1,921,972	0.24	788,344,101	29,391
Resolution 13: To appoint KPMG LLP as auditors	748,866,323	99.86	1,038,003	0.14	749,904,326	38,471,166
Resolution 14: To authorise the Audit Committee to determine auditor's remuneration	749,626,315	99.96	269,989	0.04	749,896,304	38,479,188
Resolution 15*: To authorise the Company to purchase its own shares	783,299,712	99.38	4,855,877	0.62	788,155,589	219,903
Resolution 16: To authorise Directors to Allot Shares	763,397,804	96.84	24,944,989	3.16	788,342,793	30,699
Resolution 17*: To disapply statutory pre-emption rights relating to shares allotted in Resolution 16	766,694,150	97.25	21,640,074	2.75	788,334,224	39,268
Resolution 18*: To disapply pre-emption rights in connection with an acquisition or specified capital investment	745,173,845	94.53	43,149,383	5.47	788,323,228	50,264
Resolution 19: To authorise political donations	703,577,530	89.25	84,720,794	10.75	788,298,324	75,168
Resolution 20*: To enable a meeting other than an AGM to be held on not less than 14 clear days notice	765,795,510	97.14	22,572,389	2.86	788,367,899	5,563

\*indicates a special resolution

1. Any proxy appointments which gave discretion to the Chairman have been included in the "For" total.
2. Percentages are rounded to two decimal places.
3. A "vote withheld" is not a vote in law and is therefore not counted towards the proportion of votes "For" or "Against" the resolution.