

Stock Exchange Announcement

17 April 2015

Serco Group plc – Results of Rights Issue

THIS ANNOUNCEMENT AND THE INFORMATION CONTAINED HEREIN IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN, INTO OR FROM THE UNITED STATES, CANADA, HONG KONG, JAPAN, THE PEOPLE'S REPUBLIC OF CHINA, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH THE SAME WOULD BE UNLAWFUL. PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS ANNOUNCEMENT

Serco Group plc (the "**Company**") is pleased to announce that the 1 for 1 Rights Issue of 549,265,547 New Ordinary Shares at 101 pence per New Ordinary Share announced on 12 March 2015 closed for acceptances at 11:00 a.m. (London time) on 16 April 2015. The Company received valid acceptances in respect of 520,256,417 New Ordinary Shares, representing approximately 94.7 per cent. of the total number of New Ordinary Shares to be issued pursuant to the fully underwritten Rights Issue.

It is expected that the New Ordinary Shares in uncertificated form will be credited to CREST accounts as soon as practicable after 8:00 a.m. on 17 April 2015 and that the definitive share certificates in respect of New Ordinary Shares in certificated form will be dispatched to Shareholders no later than 24 April 2015.

It is expected that the New Ordinary Shares will commence trading, fully paid, on the London Stock Exchange plc's main market for listed securities on 17 April 2015.

In accordance with their obligations as Joint Global Coordinators in respect of the Rights Issue pursuant to the Underwriting Agreement, Merrill Lynch International and J.P. Morgan Securities plc will endeavour to procure, on behalf of the Underwriters, subscribers for the remaining 29,009,130 New Ordinary Shares not validly taken up in the Rights Issue, failing which Merrill Lynch International, J.P. Morgan Securities plc, Barclays Bank PLC, HSBC Bank plc and Crédit Agricole Corporate and Investment Bank as Underwriters have agreed to acquire, on a several basis, any remaining New Ordinary Shares.

The net proceeds from the placing of such New Ordinary Shares (after deduction of the Issue Price of 101 pence per New Ordinary Share and the expenses of procuring subscribers, including any applicable brokerage and commissions and amounts in respect of VAT), if any, will be paid (without interest) to those persons whose rights have lapsed in accordance with the terms of the Rights Issue, pro rata to their lapsed provisional allotments, save that individual amounts of less than £5 will not be paid to such persons but will be paid to the Company.

A further announcement as to the number of New Ordinary Shares for which subscribers have been procured will be made in due course.

For further information please contact

Serco:

Stuart Ford, Head of Investor Relations

+44 (0) 1256 386 227

Marcus De Ville, Head of Media Relations

+44 (0) 1256 386 226

Rothschild:

Financial Adviser

+44 (0) 207 280 5000

John Deans

Paul Duffy

Peter Nicklin

BofA Merrill Lynch:

Joint Sponsor, Joint Global Coordinator, Joint Bookrunner and Joint Corporate Broker

+44 (0) 207 628 1000

Andrew Tusa

Tony White

Daniel Burton-Morgan

J.P. Morgan Cazenove:

Joint Sponsor, Joint Global Coordinator, Joint Bookrunner and Joint Corporate Broker

+44 (0) 207 742 4000

Jonathan Wilcox

James Taylor

Steve Smith

THIS ANNOUNCEMENT (AND THE INFORMATION CONTAINED HEREIN) DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO PURCHASE ANY SECURITIES IN THE UNITED STATES, CANADA, HONG KONG, JAPAN, THE PEOPLE'S REPUBLIC OF CHINA, SOUTH AFRICA OR ANY OTHER JURISDICTION. SECURITIES MAY NOT BE OFFERED FOR SALE IN THE UNITED STATES ABSENT REGISTRATION UNDER THE US SECURITIES ACT OF 1933 (THE "SECURITIES ACT") OR AN EXEMPTION FROM REGISTRATION. THE SECURITIES DESCRIBED IN THIS ANNOUNCEMENT WILL NOT BE REGISTERED UNDER THE SECURITIES ACT AND, SUBJECT TO CERTAIN LIMITED EXCEPTIONS, WILL NOT BE OFFERED FOR SALE IN THE UNITED STATES.

THIS ANNOUNCEMENT IS AN ADVERTISEMENT FOR PURPOSES OF THE UK PROSPECTUS RULES OF THE FINANCIAL CONDUCT AUTHORITY ("FCA") AND DOES NOT CONSTITUTE A PROSPECTUS. NEITHER THIS ANNOUNCEMENT NOR ANY PART OF IT SHALL FORM THE BASIS OF OR BE RELIED ON IN CONNECTION WITH OR ACT AS AN INDUCEMENT TO ENTER INTO ANY CONTRACT OR COMMITMENT WHATSOEVER. INVESTORS SHOULD NOT SUBSCRIBE FOR OR PURCHASE ANY SHARES REFERRED TO IN THIS ANNOUNCEMENT EXCEPT ON THE BASIS OF INFORMATION IN THE PROSPECTUS PUBLISHED BY THE COMPANY IN CONNECTION WITH THE RIGHTS ISSUE. COPIES OF THE PROSPECTUS ARE AVAILABLE FROM THE COMPANY'S REGISTERED OFFICE AND ON ITS WEBSITE WWW.SERCO.COM.

Important notice

The defined terms set out in Part XII (Definitions and Glossary of Technical Terms) of the Prospectus apply in this announcement. This announcement has been issued by and is the sole responsibility of Serco Group Plc.

This announcement is not a prospectus but an advertisement and investors should not acquire any Nil Paid Rights, Fully Paid Rights or New Ordinary Shares referred to in this announcement except on the basis of the information contained in the Prospectus. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement cannot be relied upon for any investment contract or decision. The information in this announcement is subject to change. Any purchase of Nil Paid Rights, Fully Paid Rights or New Ordinary Shares in the proposed Rights Issue should be made solely on the basis of the information contained in the final Prospectus issued by the Company in connection with the Rights Issue.

A copy of the Prospectus is available from the registered office of Serco and on Serco's website at www.serco.com provided that the Prospectus will not, subject to certain exceptions, be available (whether through the website or otherwise) to Serco Shareholders in the Excluded Territories or the United States.

Neither the content of Serco's website nor any website accessible by hyperlinks on Serco's website is incorporated in, or forms part of, this announcement. The Prospectus provides further details of the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights offered pursuant to the Rights Issue.

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for, Nil Paid Rights, Fully Paid Rights or New Ordinary Shares or to take up any entitlements to Nil Paid Rights in any jurisdiction in which such an offer or solicitation is unlawful. The information contained in this announcement is not for release, publication or distribution to persons in the United States or any of the Excluded Territories and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

This announcement does not constitute, or form part of, an offer to sell or the solicitation of an offer to purchase or subscribe for any Company securities in the United States or any of the Excluded Territories. The Provisional Allotment Letters, the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") or under any securities laws of any state or other jurisdiction of the United States, and may not be offered, sold, taken up, exercised, resold, renounced, or otherwise transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

There will be no public offering of the Provisional Allotment Letters, the Nil Paid Rights, the Fully Paid Rights or the New Ordinary Shares in the United States or any of the Excluded Territories.

The distribution of this announcement and/or the transfer of Nil Paid Rights, Fully Paid Rights and/or New Ordinary Shares into jurisdictions other than the United Kingdom may be restricted by law, and, therefore, persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdiction. In particular, subject to certain exceptions, this announcement, the Prospectus and the Provisional Allotment Letter should not be distributed, forwarded to or transmitted in or into the United States or any of the Excluded Territories.

This announcement does not constitute a recommendation concerning the Rights Issue. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each Shareholder or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

J.P. Morgan Securities plc, which conducts its UK investment banking businesses as J.P. Morgan Cazenove, Merrill Lynch International, HSBC Bank plc, Barclays Bank PLC and Cr dit Agricole Corporate and Investment Bank (together, the "Underwriters"), which are authorised in the UK by the Prudential Regulatory Authority and regulated in the UK by the Prudential Regulatory Authority and the Financial Conduct Authority, are acting exclusively for Serco and no one else in connection with the Rights Issue and will not regard any other person as their respective clients in relation to the Rights Issue and will not be responsible to any person other than Serco for providing the protections afforded to clients of the Underwriters, nor for providing advice in relation to the Rights Issue, the contents of this announcement or any transaction, arrangement or any other matters referred to herein.

N M Rothschild & Sons Limited ("Rothschild"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Serco and for no one else in connection with the Rights Issue and will not be responsible to anyone other than Serco for providing the protections afforded to clients of Rothschild nor for providing advice in relation to the Rights Issue.

Apart from the responsibilities and liabilities, if any, which may be imposed on the Underwriters under FSMA or the regulatory regime established thereunder, none of the Underwriters or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for the contents of this announcement, (or whether any information has been omitted from the announcement), or makes any representation or warranty, express or implied, as to its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with Serco, the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares or the Rights Issue, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available, or for any loss arising from any use of this announcement or its contents or otherwise arising in connection therewith. Subject to applicable law, each of the Underwriters accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this announcement or any such statement.

In connection with the Rights Issue, the Underwriters and any of their affiliates, acting as investors for their own accounts, may subscribe for or purchase Nil Paid Rights, Fully Paid Rights or New Ordinary Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Nil Paid Rights, Fully Paid Rights or New Ordinary Shares and other securities of the Company or related investments in connection with the Rights Issue or otherwise. Accordingly, references in the Prospectus to the Nil Paid Rights,

Fully Paid Rights or New Ordinary Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Underwriters and any of their affiliates acting as investors for their own accounts. In addition, the Underwriters or any of their affiliates may enter into financing arrangements and swaps in connection with which they or their affiliates may from time to time acquire, hold or dispose of Nil Paid Rights, Fully Paid Rights or New Ordinary Shares. The Underwriters do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.