

# Stock Exchange Announcement

31 March 2015

## Serco Group plc – Admission of Nil Paid Rights

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Further to announcements made by Serco Group plc (the "**Company**") on 12 March 2015 and 30 March 2015, 549,265,547 New Ordinary Shares of 2 pence each will be admitted, nil paid, to listing on the premium listing segment of the Official List of the UK Listing Authority and will be admitted, nil paid, to trading on the London Stock Exchange's main market for listed securities at 8.00 a.m. today.

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## 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](http://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 being 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.

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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 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.

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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.

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