

# Stock Exchange Announcement

30 March 2015

## Serco Group plc – Results of General Meeting

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Further to announcements made by Serco Group plc (the "**Company**") on 12 March 2015 and the Prospectus dated 12 March 2015 (the "**Prospectus**") containing a notice of General Meeting of the Company, a General Meeting of the Company was held on 30 March 2015 at 10.00 a.m. at 10 Upper Bank Street, London E14 5JJ. The ordinary resolution to authorise the Board of the Company to allot shares in connection with the Rights Issue (the "**Resolution**") and as set out in the notice of General Meeting was duly passed.

The table below shows the votes received for and against the Resolution, representing a total of 67.78 per cent. of the 549,265,547 Ordinary Shares in issue as at 6:00 p.m. on 26 March 2015.

Resolution	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>
To authorise the Directors to allot shares	372,044,635	99.93	258,798	0.07	372,303,433	1,681,708

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.

The voting figures will be displayed shortly on the Company's website at [www.serco.com](http://www.serco.com). A copy of the Resolution will shortly be available for inspection on the National Storage Mechanism at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM). The Prospectus is also available on the Company's website: [www.serco.com](http://www.serco.com)

The Record Date for entitlement under the Rights Issue was the close of business on 26 March 2015. Provisional Allotment Letters are expected to be posted today to Qualifying Non-CREST Shareholders, other than (subject to certain exceptions) shareholders in the United States or any Excluded Territory. CREST stock accounts of Qualifying CREST Shareholders (other than, subject to certain exceptions, shareholders in the United States or any Excluded Territory) are expected to be credited with Nil Paid Rights in respect of New Ordinary Shares as soon as practicable after 8.00 a.m. on 31 March 2015.

It is expected that Admission of the 549,265,547 New Ordinary Shares (nil paid) will occur at 8.00 a.m. on 31 March 2015.

The latest time and date for acceptance, payment in full and registration of renounced Provisional Allotment Letters is expected to be 11.00 a.m. on 16 April 2015.

All references to times of day are to London time. The dates and times specified above are subject to extension or variation by the Company in accordance with the terms of the Rights Issue.

The ability to participate in the Rights Issue is subject to certain restrictions relating to Shareholders with registered addresses or who are located or resident in countries outside the UK (details of this are set out in the Prospectus).

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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.

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 Crédit 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,

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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.