

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL BUSINESS RESOLUTIONS

OF

SERCO GROUP PLC

(the 'Company')

(Passed on 24 April 2024)

At the Annual General Meeting of the Company duly convened and held at Enterprise House, 11 Bartley Way, Bartley Wood Business Park, Hook, Hampshire RG27 9XB on Wednesday, 24 April 2024 the following special business resolutions were duly passed, resolutions 8 and 12 as Ordinary Resolutions and resolutions 9 to 11 and 13 as Special Resolutions of the Company.

Directors' authority to allot shares

8. To generally and unconditionally authorise the Directors, pursuant to and in accordance with section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company:
- i) up to an aggregate nominal amount of £7,259,796; and
 - ii) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £7,259,796 in connection with a pre-emptive offer;

such authorities to apply after this resolution is passed in substitution for all existing authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the conclusion of the Company's next annual general meeting or 6pm on 30 June 2025, whichever is the earlier, unless previously renewed, varied or revoked by the Company in a general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

References in this resolution 8 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in Section 560(1) of the Companies Act 2006) are to the nominal amount of shares that may be allotted pursuant to the rights.

Disapplication of pre-emption rights



9. To resolve that, in substitution for all existing authorities and subject to the passing of resolution 8 above, the Directors be authorised pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by resolution 8 and/or pursuant to section 573 of the Companies Act 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Companies Act 2006, such authority to be limited:

- (a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 8, such authority shall be limited to the allotment of equity securities in connection with a pre-emptive offer only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 8 and/or sale of treasury shares for cash (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £2,199,938; and
- (c) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 8 and/or sale of treasury shares for cash (otherwise than under paragraphs (a) or (b) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of the Notice of Meeting,

such authority to apply until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until 6pm on 30 June 2025) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities and/or sell treasury shares under any such offer or agreement as if the authority conferred hereby had not expired.

10. To resolve that, in addition to any authority granted under resolution 9, and subject to the passing of resolution 8, the Directors be authorised pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the

Companies Act 2006) for cash pursuant to the authority granted by paragraph (a) of resolution 8 and/or pursuant to section 573 of the Companies Act 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Companies Act 2006, such authority to be limited:

- (i) to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £2,199,938 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the Notice of Meeting; and
- (ii) to the allotment of equity securities and/or sale of treasury shares for cash (otherwise than under paragraph (i) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the Notice of Meeting,

such authority to apply until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, 6pm on 30 June 2025) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

Purchase of Own Shares (Share buybacks)

- 11. To generally and unconditionally authorise the Company for the purpose of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of that Act) of the Company's ordinary shares of 2 pence each provided that:
 - (a) the maximum aggregate number of ordinary shares that may be purchased under this authority is 109,996,914;
 - (b) the minimum price which may be paid for an ordinary share purchased under this authority is 2 pence (exclusive of expenses, if any, payable by the Company);
 - (c) the maximum price which may be paid for an ordinary share purchased under this authority (exclusive of expenses, if any, payable by the Company) is an amount equal to the higher of (a) 5% above the average of the middle market prices shown in the quotations for the ordinary shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased; and (b) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
 - (d) this authority will expire at the conclusion of the Company's next annual general meeting or 6pm on 30 June 2025, whichever is the earlier; and

- (e) a contract, or contracts, to purchase ordinary shares entered into by the Company before the expiry of this authority can be executed, wholly or partly, by the Company after the expiry of this authority.

Political Donations

12. To authorise, for the purpose of Part 14 of the Companies Act 2006, the Company and any company which is or becomes its subsidiary during the period for which this resolution has effect, commencing on the date of the passing of this resolution and ending at the conclusion of the Company's next annual general meeting or, if earlier, at 6pm on 30 June 2025 to:

- (a) make political donations to political parties and/or independent election candidates;
- (b) make political donations to political organisations other than political parties; and
- (c) incur political expenditure;

provided that the total aggregate amount of political donations and political expenditure pursuant to this authority shall not exceed £100,000 for the Group as a whole, and the amount authorised under each of paragraphs (a) to (c) shall be limited to such amount.

All existing authorisations and approvals relating to political donations or political expenditure under Part 14 of the Companies Act 2006 are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

For the purposes of this resolution, the terms 'political donation', 'political parties', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Companies Act 2006.

Notice of general meetings

13. To authorise the Directors to call a general meeting (other than an annual general meeting) on not less than 14 clear days' notice.

By order of the Board



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Nickesha Graham-Burrell
Group Company Secretary

24 April 2024

Serco Group plc
Serco House
16 Bartley Wood Business Park
Bartley Way, Hook, RG27 9UY