

Company No. 00427272

THE COMPANIES ACT 2006

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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS IN WRITING

of

SERCO-IAL LIMITED

(the "Company")

WE, being all the eligible members of the Company who at the circulation date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE UNANIMOUSLY, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following as written resolutions which have been proposed by the directors of the Company (the "**Directors**") as special resolutions (the "**Resolutions**"):

RESOLUTIONS IN WRITING

1. **THAT** it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to enter into the Subsidiary Guarantee Agreement, the Original Subsidiary Guarantor Officer's Certificate and a Secretary's Certificate (the "**Documents**") (as defined in a note purchase agreement between Serco Group plc and the noteholders named therein in relation to the issue of (i) \$50,000,000 3.27% Series A Senior Notes due October 8, 2025; (ii) \$80,000,000 3.55% Series B Senior Notes due October 8, 2027; (iii) \$37,000,000 3.87% Series C Senior Notes due October 8, 2030; and (iv) \$33,000,000 3.97% Series D Senior Notes due October 8, 2032 (the "**Notes**") by way of a private placement (the "**Transaction**")), together with any other document necessary, desirable or incidental to the Transaction, and the transactions contemplated by them, be and are hereby approved.
2. **THAT** the Directors and each person severally appointed pursuant to the power of attorney executed by the Company (each an "**Attorney**" and, together with the Directors, the "**Signatories**") have authority to negotiate and approve the terms of, and the transactions contemplated by, the Documents with such amendments as any authorised signatory or Signatory of the Company may in his or their sole discretion approve. The actions of the Signatories in connection with the negotiation, execution, delivery and performance of the Documents be and are hereby ratified.
3. **THAT** it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to grant the guarantees as set out in the Documents, and the Directors be and hereby are authorised to exercise all the powers of the Company to grant such guarantees.

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on 5 October 2020, hereby irrevocably agrees to the Resolutions.

Signed  .....

Name: For and on behalf of Serco Holdings Limited

Dated: ..6.... October 2020

**NOTES:**

1. The circulation date of the Resolutions is 5 October 2020. The Resolutions have been sent to eligible members who would have been entitled to vote on the Resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign the Resolutions.
2. An eligible member can signify his or its agreement to the Resolutions by signing and dating the Resolutions where indicated above and by either delivering a copy of the signed Resolutions to an officer of the Company by hand, by sending a copy of the signed Resolutions in hard copy form by post to the Company Secretary or by sending a copy of the signed Resolutions in electronic form by email or fax to the Company Secretary.
3. These Resolutions must be passed by the date falling 28 days after the circulation date. If these Resolutions are not passed by such date they will lapse. The agreement of a member to these Resolutions is ineffective if signified after this date.
4. A copy of these Resolutions has been sent to the auditors.
5. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
6. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
7. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
8. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

The Resolutions were passed as special resolutions on 6 October 2020, the signatory being the sole member of the Company.

Signed  .....

**Director**