

Company No. 00242246

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTIONS IN WRITING**

of

**SERCO LIMITED**

(the "Company")

The undersigned, being the sole member who at the circulation date of these resolutions would have been entitled to vote on the resolutions, **RESOLVES**, in accordance with Chapter 2, Part 13 of the Companies Act 2006 (the "Act"), to pass the following resolutions which have been proposed as special resolutions:

**SPECIAL RESOLUTIONS**

1. **THAT**, the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Act, are to be treated as provisions of the Company's articles of association; and
2. **THAT**, the articles of association of the Company be amended, in the form of the annexed draft.

Signed \_\_\_\_\_

**Serco Holdings Limited**

Date: 12 December 2018

SATURDAY



A16      \*A7LBXR2I\*      #322  
22/12/2018  
COMPANIES HOUSE

**Notes:**

1. The circulation date of these resolutions is 12 December 2018. These 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 these resolutions.
2. An eligible member can signify his or its agreement to these resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to an officer of the Company by hand or by sending a copy of the signed resolutions in hard copy form by post or by email to the Company Secretary.
3. These resolutions must be passed within 28 days of the date of their circulation. 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.