

Company No. 00242246

THE COMPANIES ACT 2006

SATURDAY



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18/12/2021

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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS IN WRITING

of

SERCO 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 (i) an amendment agreement relating to a multicurrency revolving and bonding credit facility agreement of up to £250,000,000 dated 3 December 2018 between, amongst others, Serco Group plc ("Serco") as original borrower, the Company as an original guarantor, the banks and financial institutions named therein as the original lenders and arrangers and Barclays Bank PLC as the facility agent, (the "2018 Facility Agreement"); (ii) an amendment agreement relating to a term facility agreement of up to £75,000,000 dated 23 May 2019 between, amongst others, Serco as original borrower, the Company as an original guarantor, the banks and financial institutions named therein as the original lenders and arrangers and Barclays Bank PLC as the facility agent, (the "2019 Facility Agreement"); and (iii) an amendment agreement relating to a £75,000,000 term facility agreement dated 24 February 2021 between, amongst others, Serco as original borrower, the Company as an original guarantor, the banks and financial institutions named therein as the original lenders and arrangers and Barclays Bank PLC as the facility agent, (the "2021 Facility Agreement"), (each an "Amendment Agreement", and together the "Amendment Agreements"), together with any other document necessary or desirable relating thereto, and the transactions contemplated by them, be and are hereby approved.
2. **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 Amendment Agreements and any other documents to which it is a party in connection with the Amendment Agreements.

3. **THAT the Directors have authority to negotiate and approve the terms of, and the transactions contemplated by, the Amendment Agreements and any other documents to which the Company is a party in connection with the Amendment Agreements, with such amendments as any authorised signatory or Director of the Company may in his or their sole discretion approve. The actions of the Directors in connection with the negotiation, execution, delivery and performance of the Amendment Agreements and any other documents to which the Company is a party in connection with the Amendment Agreements be and are hereby ratified.**
4. **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 Amendment Agreements, 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 14 December 2021, hereby irrevocably agrees to the Resolutions.

Signed



David Niotakis

Name: For and on behalf of Serco Holdings Limited

Dated: 14 December 2021

NOTES:

1. **The circulation date of the Resolutions is 14 December 2021. 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 or by sending a copy of the signed Resolutions in hard copy form by post 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 14 December 2021, the signatory being the sole member of the Company.

Signed



David Niotakis

Director