

SERCO HOLDINGS LIMITED (the "Company")

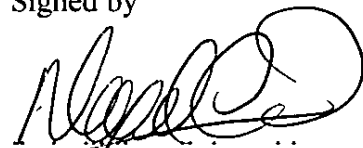
CONFIRMATORY STATEMENT UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 RELATING TO THE SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 MADE FOR THE PURPOSES OF SECTION 642 OF THE COMPANIES ACT 2006 ON 8 OCTOBER 2015

We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm that the solvency statement made on 8 October 2015 pursuant to sections 642 and 643 of the Companies Act 2006:

- (a) was made not more than 15 days before the date on which the special resolution approving the reduction of the Company's share premium account was passed; and
- (b) has been provided to the sole shareholder in accordance with section 642(2) of the Companies Act 2006

This statement may be signed by the directors of the Company in any number of counterparts, all of which when taken together will constitute one statement.

Signed by



Name Nigel Crossley
Director

Date 08/10 2015

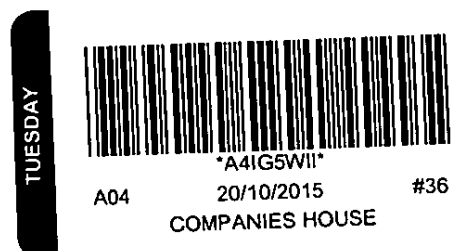


Name: John Patrick Hickey
Director

Date 8/10 2015

Name Guy William Leach
Director

Date _____ 2015



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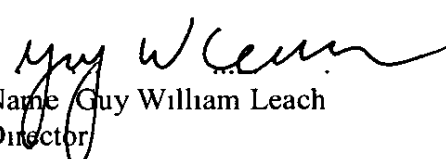
Signed by

Name Nigel Crossley
Director

Date _____ 2015

Name John Patrick Hickey
Director

Date: _____ 2015


Name Guy William Leach
Director

Date 8/10 2015