

**Statement regarding shareholder consultation following the 2025 Annual General Meeting**

**Serco Group plc ("Serco" or the "Company")**

**22 August 2025**

At the Serco Annual General Meeting held on 24 April 2025, all of the resolutions proposed were approved by shareholders. Resolution 2, relating to the approval of the 2024 Directors' Remuneration Report (DRR), passed with a majority of 79.39%. The 80% threshold was therefore not reached. In accordance with the requirements of the UK Corporate Governance Code, the Company provides an update on the views received from shareholders during a period of consultation and what actions have been taken.

The 2024 DRR sets out the remuneration for Anthony Kirby, who succeeded Mark Irwin as Group Chief Executive on 1 March 2025. The details of Anthony Kirby's remuneration and the terms of Mark Irwin's retirement set out in the DRR are consistent with the information shared in the announcement published on 13 January 2025 and the subsequent Section 430(2B) statement; and are in line with the Group's overall remuneration policy.

As set out in the DRR, Anthony Kirby's base salary was set at 2.5% above the salary of Mark Irwin when he stood down. In determining the base salary for Anthony Kirby, the Company considered a range of relevant external and internal factors, including the size, scope and complexity of the role; pay levels for the same role in similar organisations; and Anthony Kirby's knowledge, skills, and experience. As set out in the DRR, the Remuneration Committee set Anthony Kirby's salary at the same level as Mark Irwin's and took into account the scheduled salary increase that Mark Irwin would have received for 2025 had he remained in the role.

The Company regularly engages with shareholders and the Chair of the Remuneration Committee wrote to the Company's top 20 shareholders and the relevant proxy advisors in January 2025, well in advance of the AGM, to explain the decision. The Chair of the Remuneration Committee received no feedback from either shareholders or proxy advisors at that time. Following the 20.61% votes cast against the Resolution 2 at the AGM, the Company contacted the top 20 shareholders again to understand their views on the decisions outlined in the DRR and the reasons why those who voted against took that decision. As with the initial consultation, the feedback received from shareholders did not raise any material concerns.

The Company will continue to consider all feedback provided by shareholders and advisors when taking remuneration decisions and ensure that the rationale for the decisions taken is clearly outlined in the relevant Directors' Remuneration Report.

**Ends.**

**For further information, please contact:**

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**About Serco**

Serco brings together the right people, the right technology, and the right partners to create innovative solutions that make a positive impact and address some of the most urgent and complex challenges facing the modern world.

With a primary focus on serving governments globally, Serco's services are powered by more than 50,000 people working across defence, space, migration, justice, healthcare, mobility, and customer services.

Serco's core capabilities include service design and advisory, resourcing, complex programme management, systems integration, case management, engineering, and asset & facilities management.

Underpinned by Serco's unique operating model, Serco drives innovation and supports customers from service discovery through to delivery.

More information can be found at [www.serco.com](http://www.serco.com).

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