

Note:

Reference to 'Company' shall mean QinetiQ Group plc

Reference to 'Committee' shall mean the Risk & Security Committee

Reference to 'Board' shall mean the Board of Directors of the Company

1. Membership	The members of the Committee shall be at least three non-executive Directors. The Chair of the Committee shall be appointed by the Board. The Chair of the Committee shall also be a member of the Audit Committee. The CEO and the CFO would ordinarily be members of the Committee.
2. Secretary	The Secretary of the Company, or their nominee, shall be the Secretary of the Committee.
3. Quorum and Format of meetings	<p>The quorum for the Committee shall be two members.</p> <p>Only members of the Committee have the right to attend the Committee meetings. However, other individuals may be invited to attend all or part of any meeting as and when deemed appropriate by the Board or the Committee.</p> <p>The Committee shall normally require the attendance of the Chief Risk Officer (CRO); the Chief Enterprise Services Officer (CESO); the Group Director Internal Audit; the Group Director Security (GDS); the Chief Information Officer (CIO); and the Chief Information Security Officer (CISO); and for the relevant agenda items, any other executives of the Group necessary to report on relevant risk positions.</p>
4. Frequency of meetings	Meetings shall be held at least four times a year. Committee members may request additional meetings, if they consider one is necessary.
5. Notice of meetings	<p>Meetings of the Committee shall be called by the Secretary at the request of the Committee Chair or any of its members, or at the request of the CEO or CFO if they consider it necessary.</p> <p>Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting (unless a shorter time is reasonably required due to the nature of the matter(s) to be dealt with). Supporting papers shall be sent to Committee members and to other attendees in a timely manner in advance of the meeting.</p>
6. Minutes	<p>The Secretary, or their nominee, shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.</p> <p>The minutes of meetings of the Committee shall be circulated to all members of the Board. Once approved, the minutes be circulated to all other members of the Board unless, exceptionally, it would be inappropriate to do so.</p>
7. Engagement with Shareholders	The Committee Chair shall attend the annual general meeting of the Company to respond to any queries from shareholders on the Committee's activities.
8. Operation	<p>The Risk & Security Committee's primary functions are:</p> <ul style="list-style-type: none"> • To oversee the sound operation of the Group's risk management systems, including monitoring risk exposures, risk culture and risk appetite, and considering emerging and unknown risks. • To oversee the sound operation of the Group's physical and non-physical security systems, including monitoring security exposures and security culture, and considering emerging security issues.

	<ul style="list-style-type: none"> • To oversee the sound operation of the Group's Crisis and Incident Management Process. • To oversee the sound operation of the Group's second line assurance activity over the first line compliance activity taking place across the Group's functions and businesses. <p>The Committee reports on its activities and makes recommendations to the Board.</p> <p>The Committee is authorised by the Board to investigate any activity within its terms of reference, including any areas of concern as to ethical impropriety. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.</p> <p>The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary.</p> <p>In relation to risk, while the Committee has responsibility for reviewing risk positions and the effectiveness of mitigation, discussions aimed at determining the type and amount of risk to be taken and the level of investment in mitigation to bring risk exposures into line with the risk strategy, remain at the level of the full Board.</p> <p>The Committee is further responsible for coordinating risk oversight among committees of the Board and the full Board, and to monitor any risks that strictly do not fall within the remit of the Audit Committee or any of the other committees of the Board.</p>
9. Duties	<p>On behalf of the Board, and together with the Audit Committee, oversee a framework of Internal controls and risk management systems. The internal control framework will be based on the Three Lines model. This will involve:</p> <ul style="list-style-type: none"> • Review of risk identification, assessment and reporting processes. • Review of the effectiveness of the risk management or control systems, and of the quality of the assurance over such controls (this excludes controls relating to financial reporting risks). • Reviewing and monitoring the design, implementation, and application of the Group's second line assurance activity over the first line compliance activity taking place across the Group's functions and businesses. The committee will also review and approve the annual second line Activity & Assurance Plan. • Reviewing reports from the Group Director Internal Audit on the application of risk management systems and monitoring implementation of agreed actions. • Overseeing the learning of lessons from past problems or successes and the system for incorporating such lessons into risk management practices. • Overseeing and advising the Board on the current risk exposures of the Company and on future risk strategy. • In conjunction with the Audit Committee, reviewing the Company's capability to identify and manage new risk types. • Consideration of the prevailing risk and control culture and risk appetite, including periodically forming a view of attitudes to risk and control; and monitoring the effective application of the Company's business ethics principles, including compliance with the requirements of the UK Bribery Act and any anti-bribery & corruption legislation applicable in jurisdictions where the Company has its operations.

	<ul style="list-style-type: none">• Review of the Company's procedures for the prevention of bribery and corruption.• Review, together with the Audit Committee, and agreement of recommendations to the Board relating to the statements to be included in the annual report concerning internal controls and risk management (including the assessment of principal risks and emerging risks), and the viability statement. <p>The Committee shall work in co-ordination and alignment with the Audit Committee.</p>
10. Reporting Responsibilities	<p>The Committee Chair shall report formally to the Board on its proceedings after each meeting as soon as reasonably practicable, on all matters within its duties and responsibilities.</p> <p>The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.</p> <p>The Committee shall compile a report on its activities and the Company's risk management and strategy to be included in the Company's annual report, subject to the approval of the Board.</p>
11. Other Matters	<p>The Committee shall give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority and Disclosure Guidance and Transparency Rules.</p> <p>The Committee shall annually review its terms of reference to ensure their ongoing relevance, and recommend to the Board any changes.</p> <p>The Committee shall review, on an annual basis, the Committee's effectiveness and recommend to the Board any necessary changes.</p>

Date of approval
January 2025