

**QINETIQ GROUP PLC – Results of Annual General Meeting held on 19 July 2017**

The Annual General Meeting of QinetiQ Group plc was held at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA on Wednesday, 19 July 2017 at 11.00 am. A poll was held on each of the resolutions and passed with the requisite majorities. The results of the poll are as follows:

		<b>VOTES FOR</b>	<b>%</b>	<b>VOTES AGAINST</b>	<b>%</b>	<b>TOTAL VOTES VALIDLY CAST</b>	<b>% OF SHARE CAPITAL WITH VOTING RIGHTS</b>	<b>VOTES WITHHELD</b>
1	To receive the Report and Accounts	398,575,070	100.00	18,886	0.00	398,593,956	70.27	1,992,803
2	To approve the Directors' Remuneration Policy	255,350,780	63.75	145,182,781	36.25	400,533,561	70.61	53,828
3	To approve the Directors' Remuneration Report	380,227,053	94.93	20,307,830	5.07	400,534,883	70.61	51,876
4	To declare a final dividend	400,445,516	99.97	133,358	0.03	400,578,874	70.62	7,885
5	To elect Lynn Brubaker	385,178,105	99.67	1,261,035	0.33	386,439,140	68.13	14,141,115
6	To re-elect James Burnell-Nugent	385,028,596	96.12	15,529,226	3.88	400,557,822	70.62	28,937
7	To re-elect Mark Elliott	383,682,580	95.79	16,873,877	4.21	400,556,457	70.61	23,798
8	To re-elect Michael Harper	384,551,598	96.01	15,991,463	3.99	400,543,061	70.61	37,194
9	To re-elect Ian Mason	385,048,847	96.13	15,494,414	3.87	400,543,261	70.61	36,994
10	To re-elect Paul Murray	385,000,128	96.12	15,542,729	3.88	400,542,857	70.61	37,398
11	To re-elect Susan Searle	371,433,918	92.73	29,110,548	7.27	400,544,466	70.61	35,788
12	To elect David Smith	397,203,885	99.17	3,339,082	0.83	400,542,967	70.61	37,258
13	To re-elect Steve Wadey	395,231,973	98.67	5,332,911	1.33	400,564,884	70.62	21,875
14	To appoint Pricewaterhouse-	399,760,069	99.80	787,401	0.20	400,547,470	70.61	39,289

	Coopers LLP as auditor							
15	To authorise the Audit Committee to determine the auditor's remuneration	400,459,168	99.98	99,683	0.02	400,558,851	70.62	27,908
16	To authorise the Company and its subsidiaries to make political donations	384,220,007	99.43	2,204,897	0.57	386,424,904	68.12	14,161,855
17	To approve the 2017 QinetiQ Group plc Incentive Plan	256,936,791	64.15	143,600,025	38.85	400,536,816	70.61	49,943
18	To authorise the Directors to allot shares	390,410,573	97.86	8,532,771	2.14	398,943,344	70.33	1,636,911
19	To disapply pre-emption rights (standard)*	386,284,019	99.97	133,219	0.03	386,417,238	68.12	14,163,017
20	To disapply pre-emption rights (acquisitions)*	382,338,635	95.46	18,187,487	4.54	400,526,122	70.61	54,133
21	To purchase own shares*	388,101,711	97.29	10,822,577	2.71	398,924,288	70.33	1,662,471
22	To call general meetings on not less than 14 clear days' notice*	360,917,781	93.40	25,511,224	6.60	386,429,005	68.12	14,143,666

\*Special Resolution

Notes:

1. The percentages above are rounded to two decimal places.
2. Votes "for" include discretionary votes.
3. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes "for" and "against" a resolution.
4. The number of ordinary shares in issue at 11.00 am on 17 July 2017 was 571,757,121 of which 4,515,868 are held in treasury. Therefore the number of ordinary shares with voting rights at 11:00am on 17 July 2017 was 567,241,253.

In accordance with Listing Rule 9.6.2R, a copy of the resolutions, other than those concerning ordinary business, passed by the Company at the AGM held on 19 July 2017, has been submitted to the National Storage Mechanism and will shortly be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).

The Board of Directors of QinetiQ (the 'Board') is pleased that all resolutions were successfully approved by shareholders. The Board however recognises that, while the majority of our principal shareholders voted in favour of all resolutions, some shareholders and their proxy advisors did not support resolutions 2 and 17.

Throughout the development of the new Directors' Remuneration Policy (the 'Policy') and the 2017 QinetiQ Group plc Incentive Plan (the 'Incentive Plan'), we engaged with our main shareholders and their proxy advisors to understand their concerns in relation to the Policy and Incentive Plan and incorporate provisions to address them, where consistent with the objectives of the Policy. It is clear from the vote that, while the majority of shareholders were supportive, we still have more to do to explain elements of the Policy and Incentive Plan to some shareholders and why the Board believes their adoption is in shareholders' best interests.

In particular, the Board notes that the move to an annual assessment for the majority of performance conditions caused a concern for some shareholders that this might result in a short-term focus for management. The Board believes that QinetiQ's five-year strategy for sustainable growth will continue to evolve in a dynamic market and that the inclusion of annual and multi-year performance assessments will ensure that Executives are appropriately incentivised to respond to the opportunities and challenges created in this dynamic market. Ongoing forfeiture conditions coupled with a material deferral in shares will ensure that the full value of incentives earned based on the annual assessment of performance will only be received if this leads to long-term sustainable performance and value creation for shareholders.

The Board will implement the Policy and Incentive Plan while remaining receptive to feedback as it continues to work to ensure that policies and procedures are understood and aligned with shareholders' interests.