

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, solicitor, accountant or other professional advisor duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in the Company, please send this document, and the accompanying form of proxy, to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

QinetiQ Group plc – Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of QinetiQ Group plc (the Company) will be held at the offices of Ashurst LLP, Fruit and Wool Exchange, 1 Duval Square, London E1 6PW on Wednesday 24 July 2019 at 11.00am, or at any adjournment thereof, to consider and, if thought fit, to pass the following 21 resolutions. Resolutions 1 to 16 (inclusive) will be proposed as ordinary resolutions and will be passed if more than 50% of the total votes cast are in favour of each such resolution. Resolutions 17 to 21 (inclusive) will be proposed as special resolutions and will be passed if not less than 75% of the total votes cast are in favour of each such resolution. Voting on all resolutions will be conducted by way of poll rather than a show of hands.

Ordinary Resolutions

Resolution 1 – Report and Accounts

To receive the accounts and the reports of the Directors and the auditor thereon for the financial year ended 31 March 2019.

Resolution 2 – Remuneration Report

To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy as it is not due for renewal this year) for the financial year ended 31 March 2019 as set out on pages 76 to 77 and pages 81 to 92 of the Annual Report and Accounts 2019.

Resolution 3 – Declaration of dividend

To declare a final dividend for the year ended 31 March 2019 of 4.5 pence per ordinary share in the capital of the Company.

Resolution 4 – Re-election of Lynn Brubaker

To re-elect Lynn Brubaker as a Director of the Company.

Resolution 5 – Re-election of Admiral Sir James Burnell-Nugent

To re-elect Admiral Sir James Burnell-Nugent as a Director of the Company.

Resolution 6 – Re-election of Michael Harper

To re-elect Michael Harper as a Director of the Company.

Resolution 7 – Election of Neil Johnson

To elect Neil Johnson as a Director of the Company.

Resolution 8 – Re-election of Ian Mason

To re-elect Ian Mason as a Director of the Company.

Resolution 9 – Re-election of Paul Murray

To re-elect Paul Murray as a Director of the Company.

Resolution 10 – Re-election of Susan Searle

To re-elect Susan Searle as a Director of the Company.

Resolution 11 – Re-election of David Smith

To re-elect David Smith as a Director of the Company.

Resolution 12 – Re-election of Steve Wadey

To re-elect Steve Wadey as a Director of the Company.

Resolution 13 – Re-appointment of Auditor

To re-appoint PricewaterhouseCoopers LLP as auditor of the Company until the conclusion of the Annual General Meeting to be held in 2020.

Resolution 14 – Authority to determine Auditor's remuneration

To authorise the Audit Committee of the Board to determine the remuneration of the auditor.

Resolution 15 – Political donations

THAT in accordance with sections 366 and 367 of the Companies Act 2006 (the '2006 Act'), during the period beginning with the date of the passing of this Resolution 15 and ending at the conclusion of the Annual General Meeting to be held in 2020, the Company and all companies which are subsidiaries of the Company at any time during that period be and are hereby generally and unconditionally authorised:

- a) to make political donations to political parties and/or independent election candidates not exceeding £100,000 in total;
- b) to make political donations to political organisations other than political parties not exceeding £100,000 in total; and
- c) to incur political expenditure not exceeding £100,000 in total,

provided that:

- (i) in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution 15 shall not exceed £100,000 in total; and
- (ii) the authorised sum referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same.

For the purposes of this Resolution 15, the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given to them by sections 363 to 365 of the 2006 Act.

Resolution 16 – Authority to allot new shares

THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the 2006 Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or convert, any security into shares in the Company ('Rights'):

- a) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the 2006 Act) of £1,893,019 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- b) comprising equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the 2006 Act) of £3,786,037 (such amount to be reduced by any allotments or grants made under (a) above), provided that they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems arising under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or any other matter, provided that these authorisations shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 23 October 2020, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be

Resolutions continued

allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares or grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

Special Resolutions

Resolution 17 – Disapplication of pre-emption rights: standard

THAT, subject to the passing of Resolution 16, the Directors be and are hereby empowered pursuant to sections 570(1) and 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 16 above and sell ordinary shares (as defined in section 560(1) of the 2006 Act) held by the Company as treasury shares for cash, as if section 561(1) of that Act did not apply to any such allotment or sale provided that this power shall be limited to:

- a) the allotment of equity securities and the sale of treasury shares in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 16 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates or legal or practical problems arising under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or any other matter; and
- b) in the case of the authorisation granted under paragraph (a) of Resolution 16 (or in the case of any sale of treasury shares), the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 17) to any person or persons of equity securities up to an aggregate nominal amount of £283,981,

and shall expire upon the expiry of the general authority conferred by Resolution 16 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors shall be entitled to allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Resolution 18 – Disapplication of pre-emption rights: acquisitions

THAT, subject to the passing of Resolutions 16 and 17 and in addition to the power given by Resolution 17, the Directors be and are hereby empowered pursuant to sections 570(1) and 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 16 above and sell ordinary shares (as defined in section 560(1) of the 2006 Act) held by the Company as treasury shares for cash, as if section 561(1) of the 2006 Act did not apply to any such allotment or sale provided that this power shall be:

- a) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £283,981; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, or for any other purposes as the Company in a general meeting may at any time by special resolution determine,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 23 October 2020), save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors shall be entitled to allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Resolution 19 – Authority to purchase own shares

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make market purchases (within the meaning of section 693(4) of the 2006 Act) of any of its ordinary shares of 1 pence each of the Company on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:

- a) the maximum number of ordinary shares hereby authorised to be acquired is 56,796,237;
- b) the minimum price which may be paid for any such share is 1 pence (which amount shall be exclusive of expenses, if any);
- c) the maximum price (exclusive of expenses) which may be paid for any such share is the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 19 will be carried out;
- d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2020, or on 23 October 2020, whichever is the earlier, unless previously renewed, varied or revoked by the Company in a general meeting; and
- e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

Resolution 20 – Notice period for Extraordinary General Meetings

THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Resolution 21 – Adoption of new Articles of Association

That the Articles of Association produced to the Meeting and initialled by the Chairman of the Meeting for the purpose of identification be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles of Association with effect from the conclusion of the Meeting.

By Order of the Board

Jon Messent
Company Secretary
12 June 2019

Registered Office:
Cody Technology Park
Ively Road
Farnborough
Hampshire, GU14 0LX

Registered in England and Wales No. 4586941

VOTING BY PROXY

A Proxy Form is enclosed with this Notice, and instructions for its completion and return by post are shown on the form. Alternatively, you can appoint a proxy online at www.sharevote.co.uk. Further details regarding the appointment of proxies and rights of shareholders to attend and vote at the Annual General Meeting are set out in the 'Important notes for shareholders' section which begins on page 5 (and which forms part) of this Notice.

Explanatory notes

Resolution 1 – Report and Accounts

The Directors are required by law to present to the Meeting the accounts and the reports of the Directors and auditor for the year ended 31 March 2019.

Resolution 2 – Directors' Remuneration Report

The Annual Report on remuneration, which includes a statement from Michael Harper, Chairman of the Remuneration Committee, is set out on pages 76 to 77 and pages 81 to 92 of the Company's Report and Accounts 2019. The Directors' Remuneration Report sets out payments and awards made to the Directors and details the link between Company performance and remuneration during the financial year under review, together with outline details of how the remuneration policy will be implemented in the next financial year. The vote on the Directors' Remuneration Report, under Resolution 2, is advisory in nature and the entitlement of any individual Director to remuneration is not conditional upon it. This Resolution is put annually, as required by the 2006 Act.

There is no requirement for a shareholder vote on the Directors' Remuneration Policy as it was approved by shareholders at the 2017 Annual General Meeting and remains unchanged. Unless there is a specific requirement to change the Directors' Remuneration Policy, it is valid for three years and will therefore be put to a shareholder vote no later than the Annual General Meeting to be held in 2020. A summary of the Directors' Remuneration Policy is included on page 80 of the Company's Report and Accounts 2019.

Resolution 3 – Declaration of a dividend

Final dividends must be approved by shareholders but must not exceed the amount recommended by the Directors. If the Meeting approves Resolution 3, a final dividend in respect of the financial year ended 31 March 2019 of 4.5 pence will be paid on 30 August 2019 to the ordinary shareholders on the register of members at the close of business on 2 August 2019 in respect of each ordinary share.

Resolutions 4 to 12 – Re-election of Directors

In accordance with the 2016 UK Corporate Governance Code, all Directors currently in office will retire and those wishing to serve again over the coming year will seek election or re-election at the Annual General Meeting. Biographical details for each such Director are set out in the Appendix to this Notice.

The Board, on the recommendation of the Nominations Committee, supports the election of Neil Johnson who has been appointed to the Board since the last Annual General Meeting and so has not been subject to a vote by shareholders. The Board believes that Neil's former CEO experience and current experience as a plc Chairman and Non-Executive Director from numerous international businesses, including from the defence, automotive and aerospace industries, will bring to the Board relevant knowledge, challenge and leadership.

The Chairman confirms that, following a formal performance evaluation, all Non-Executive Directors continue to be effective members of the Board and to demonstrate commitment to their Non-Executive roles. Each of the Executive Directors has been evaluated by the Board, a process which has confirmed their commitment and effective performance.

Resolutions 13 and 14 – Re-appointment of auditor and determining their remuneration

The Company is required to appoint an auditor at each general meeting at which accounts are laid, to hold office until the end of the next such meeting. Resolution 13, which is recommended by the Audit Committee, proposes the re-appointment of PricewaterhouseCoopers LLP as auditor of the Company and Resolution 14 follows best practice in giving authority to the Audit Committee to determine their remuneration.

Resolution 15 – Political donations

Resolution 15 is designed to deal with rules on political donations and expenditure contained in Part 14 of the 2006 Act (sections 362 to 379). Under section 378 of the 2006 Act, a company may not make donations to an EU political party, or other EU political organisation, or to an independent election candidate in the EU, of more than £5,000 in total, or incur any EU political expenditure, without first obtaining shareholder approval. It is the Company's policy not to make donations or other contributions to political parties. There is no intention to change that policy. What constitutes a 'political donation', a 'political party', a

'political organisation' or 'political expenditure' under the 2006 Act is not clear, as the legislation is capable of wide interpretation and may have the effect of covering a number of normal business activities that would not be thought to be political donations in the usual sense. To avoid any possibility of inadvertently contravening the 2006 Act, the Board considers that it would be prudent to follow the procedure specified in the 2006 Act to obtain shareholder approval for the Company and its subsidiaries to make political donations or incur political expenditure in the forthcoming year until the conclusion of the Annual General Meeting of the Company in 2020 (up to a total amount of £100,000 either individually or in aggregate). This authority will not be used to make any political donations as that expression would normally be understood.

Resolution 16 – Authority to allot new shares

Resolution 16 deals with the Directors' authority to allot shares.

The Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. The authority granted at the last Annual General Meeting is due to expire at this year's Annual General Meeting. Accordingly, Resolution 16 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares.

Paragraph (a) of Resolution 16 will allow the Directors to allot shares in the capital of the Company up to a maximum nominal amount of £1,893,019, representing approximately one third (33.33 per cent) of the Company's issued ordinary share capital (excluding treasury shares) as at 31 May 2019 (the latest practicable date prior to publication of this Notice). In accordance with the latest institutional guidelines issued by the Investment Association, paragraph (b) of Resolution 16 will also allow Directors to allot, including the ordinary shares referred to in paragraph (a) of Resolution 16, ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of £3,786,037 (as reduced by allotments under paragraph (a) of Resolution 16), representing (before any reduction) approximately two thirds (66.66 per cent) of the Company's existing issued share capital (exclusive of treasury shares) calculated as at 31 May 2019 (being the latest practicable date prior to publication of this Notice). The power will last until the conclusion of the next Annual General Meeting in 2020 or, if earlier, 23 October 2020.

The Directors have no present intention of exercising this authority. However, if they do exercise the authority, the Directors intend to follow emerging best practice as regards its use as recommended by the Investment Association.

As at 31 May 2019, the Company held 3,794,743 ordinary shares in the capital of the Company in treasury, representing 0.7 per cent of the total number of ordinary shares in issue (excluding treasury shares).

Resolution 17– Disapplication of pre-emption rights: standard

Resolution 17 will give the Directors authority to allot equity securities or sell treasury shares, pursuant to the authority granted under Resolution 16 above, for cash, and otherwise than to existing shareholders pro rata to their holdings, in certain circumstances. Apart from offers or invitations in proportion to the respective number of shares held, the authority will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £283,981 (being just under five per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 31 May 2019, the latest practicable date prior to publication of this Notice). If given, this power will expire on 23 October 2020 or at the conclusion of the Annual General Meeting in 2020, whichever is the earlier.

The figure of five per cent (excluding treasury shares) reflects the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the "Statement of Principles"). Your Directors will have due regard to the Statement of Principles in relation to any exercise of this power, in particular they do not intend to allot shares for cash on a non-pre-emptive basis pursuant to this power in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) in any rolling three-year period, without prior consultation with shareholders. The Directors have no present intention of exercising this authority.

Explanatory notes continued

Resolution 18 – Disapplication of pre-emption rights: acquisitions

The Directors are seeking again this year a further power from shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings, to reflect the Statement of Principles. Accordingly, Resolution 18 will be proposed as a special resolution to grant such a power. The power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £283,981 (being five per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 31 May 2019, the latest practicable date prior to publication of this Notice. This is in addition to the five per cent referred to in Resolution 17). If given, this power will expire on 23 October 2020 or at the conclusion of the Annual General Meeting in 2020, whichever is the earlier. Your Directors will have due regard to the Statement of Principles in relation to any exercise of this power and in particular they confirm that they intend to use this power only in connection with a transaction which they have determined to be an acquisition or other capital investment (of a kind contemplated by the Statement of Principles most recently published prior to the date of this Notice) which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

The Directors have no present intention of exercising this authority.

Resolution 19 – Authority to purchase own shares

Resolution 19 gives the Company the authority to purchase its own ordinary shares in the market (as permitted by the 2006 Act) up to a maximum of 56,796,237 ordinary shares until the conclusion of the Annual General Meeting to be held in 2020. This represents approximately 10% of the ordinary shares in issue (excluding treasury shares) as at 31 May 2019 (the latest practicable date prior to publication of this Notice) and the Company's exercise of this authority is subject to the maximum and minimum prices specified in Resolution 19.

The Directors have no intention at the present time of exercising this authority. The authority will be exercised only if the Directors believe that it will be in the best interests of the Company to purchase ordinary shares to satisfy awards or the exercise of options under employee share schemes or if the Directors otherwise believe that this will improve earnings per share. The current expectation is that any shares purchased under this authority would either be used to satisfy awards or the exercise of options under employee share schemes or would be held as treasury shares, but the Company would retain the flexibility to cancel any such shares or sell them for cash if it considers this to be in its best interests.

As at 31 May 2019 (the latest practicable date prior to publication of this Notice), there were options outstanding over 5,548,802 ordinary shares, which, if exercised, would represent approximately 0.97% of the Company's issued share capital (excluding treasury shares). If this authority were exercised in full and the purchased shares were cancelled, then these options would represent approximately 1.08% of the Company's then issued share capital (excluding treasury shares). There are no warrants outstanding.

Resolution 20 – Notice of meetings

Resolution 20 is a resolution to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice.

Before the introduction of the Companies (Shareholders' Rights) Regulations 2009 in August 2009, the minimum notice period permitted by the 2006 Act for general meetings (other than annual general meetings) was 14 days. One of the amendments that the Companies (Shareholders' Rights) Regulations 2009 made to the 2006 Act was to increase the minimum notice period for listed company general meetings to 21 clear days, but with an ability for companies to reduce this period back to 14 clear days (other than for annual general meetings) provided that: (i) the Company offers facilities for shareholders to vote by electronic means; and (ii) there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 clear days to 14 clear days.

The Board is therefore proposing Resolution 20 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than annual general meetings. The approval will be effective until the Company's next Annual General Meeting, when it is intended that the approval be renewed. The Company will use this notice period when permitted to do so in accordance with the 2006 Act and when the Directors consider that it is appropriate to do so.

Resolution 21 – Adoption of new Articles of Association

It is proposed in resolution 21, which is a special resolution, to adopt new Articles of Association (the 'New Articles') in order to update the Company's current Articles of Association (the 'Current Articles') to take account of developments in market practice since the Current Articles were last updated in 2012. The changes to the New Articles are:

To provide the Company with greater flexibility, and reduce its administrative obligations, in relation to shares held by members who have been untraced for 12 years or more ('Untraced Members') and specifically to:

- (i) replace the requirement to trace Untraced Members by placing adverts in newspapers with a requirement to use reasonable efforts to trace Untraced Members, engaging if appropriate, a professional asset reunification company or other tracing agent, before sending a notice to the Untraced Members concerned;
- (ii) declare any dividend or other amount unclaimed in respect of the Untraced Members share forfeit when those shares are sold by the Company; and
- (iii) allow the Company to use the proceeds of such a sale for any purpose as the Directors may decide.

A copy of the proposed New Articles marked up to show all proposed changes and a clean version of the New Articles will be available as described in Note 9 on page 6.

Important notes for shareholders

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. Entitlement to attend and vote

The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the 2006 Act, specifies that only those shareholders on the register of members as at 6.30pm on 22 July 2019 are entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time or, if the Meeting is adjourned, as at 6.30pm on the date which is two days prior to the adjourned Meeting (as the case may be). In each case, changes to the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting.

2. Appointment of proxies

- 2(i) A shareholder entitled to attend and vote at the Meeting may appoint another person(s) (who need not be a shareholder of the Company) to exercise all or any of his/her rights to attend, speak and vote at the Meeting. A shareholder can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him/her.
- 2(ii) A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the Meeting for your vote to be counted. As referred to above, details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the Meeting and voting in person.
- 2(iii) You may register your proxy appointment and voting directions electronically by visiting the www.sharevote.co.uk website, where full details of the procedure are given. If you return more than one proxy appointment, either by paper or electronic communication, that received last by the registrar before the latest time for receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
- 2(iv) In order to be valid, an appointment of a proxy must be returned (together with the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated) by one of the following methods:
- (a) deposited with the Company's registrar, by either mailing it to them at the address shown on the proxy form or via www.sharevote.co.uk; or
 - (b) in the case of CREST members, lodged using the CREST proxy voting service – see note 5 below,

and in each case must be received not later than 11.00am on Monday, 22 July 2019 or 48 hours (excluding non-working days) before the time for holding any adjourned Meeting (or in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll).

3. Appointment of corporate representatives

Any corporation which is a member of the Company may appoint one or more corporate representatives. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that he/she does not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

4. Rights of Nominated Persons

The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to any person who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a 'Nominated Person'). The right to appoint proxies can only be exercised by shareholders of the Company and not by a Nominated Person. However, a Nominated Person may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

5. Appointment of proxies using the CREST system

- 5(i) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Wednesday, 24 July 2019 and any adjournment(s) thereof by using the procedures described in the CREST Manual, subject to the provisions of the Company's Articles of Association. The CREST Manual is available at www.euroclear.com. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 5(ii) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (**ID RA19**) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions.
- 5(iii) It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)), such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 5(iv) All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be received by Equiniti (**ID RA19**) no later than 11.00am on Monday, 22 July 2019, or 48 hours (excluding non-working days) before the time for holding any adjourned Meeting (or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll).

Important notes for shareholders continued

6. Voting at the Annual General Meeting

Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held.

As soon as practicable following the Meeting, the results of the voting at the Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and also placed on the Company's website, www.QinetiQ.com.

7. Right to ask questions

Any member attending the Annual General Meeting has the right to ask questions in accordance with section 319A of the 2006 Act. The Company must cause to be answered any such question relating to the business to be dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

8. Publication of statements relating to the audit

Members satisfying the thresholds in section 527 of the 2006 Act can require the Company to publish a statement on its website setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the Meeting. The Company cannot require a member requesting the publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Any statement placed on the website, under section 527 of the 2006 Act, must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish, under section 527 of the 2006 Act, on its website.

9. Documents available for inspection

The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the close of the Meeting and may also be inspected at the offices of Ashurst LLP, London Fruit and Wool Exchange, 1 Duval Square, London E1 6PW from 10.00am on Wednesday, 24 July 2019 until the conclusion of the Meeting:

- (a) copies of the Executive Directors' service contracts with the Company;
- (b) copies of the Non-executive Directors' letters of appointment;
- (c) a copy of the Company's current Articles of Association; and
- (d) minutes of the last Annual General Meeting.

10. Issued shares and total voting rights

As at 31 May 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's issued ordinary share capital consisted of 571,757,121 ordinary shares. The ordinary share total includes 3,794,743 ordinary shares held exclusive of voting rights in treasury. The ordinary shares (excluding treasury shares) carry one vote each and, therefore, the total voting rights in the Company are 567,962,378 as at that date. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. On a vote by show of hands, every ordinary shareholder who is present has one vote and every proxy present, who has been duly appointed by a shareholder entitled to vote, has one vote. On a vote by poll, every ordinary shareholder who is present, in person or by proxy, has one vote for every ordinary share of which he/she is the holder.

11. Information available on the Company's website

The contents of this Notice of Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Annual General Meeting, details of the totals of the voting rights that members are entitled to exercise at the Annual General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website www.QinetiQ.com.

12. Use of electronic addresses

You may not use any electronic address (within the meaning of section 333(4) of the 2006 Act) provided in this Notice of Meeting (or any related document) to communicate with the Company for any purpose other than those expressly stated.

13. Items not permitted in the meeting

Certain items may not be permitted in the Annual General Meeting. These include bags, cameras, recording equipment, items of any nature with potential to cause disorder and such other items as the Chairman or designated officers of the Meeting may specify.

14. You could help QinetiQ help the environment

You can do this by electing to receive future Company communications by email rather than in paper form. Simply visit the Shareholder Services section of the 'Investors' pages on the QinetiQ website at www.QinetiQ.com. By making this election you are helping us reduce print, paper and postage costs and the associated environmental impact. You will be able to view the Report and Accounts the day they are published. You will also be able to access your individual shareholding quickly.

15. Protection from fraud

Protecting your shareholding is important to us. Please read the tips below to help safeguard your shareholding.

- Keep all your certificates safe, or hold your shares electronically in CREST via a nominee.
- Any correspondence received from the registrar which shows your shareholder reference number should be kept in a safe place, or destroyed by shredding – never just put in the bin.
- If you receive a letter from the registrar regarding a change of address and you have not recently moved, contact the registrar immediately as you may be a victim of identity theft.
- Elect to have your dividends paid direct into your bank. This will stop payments being intercepted, or lost, in the post. Please remember to tell the registrar if you change your bank account details.
- When buying or selling shares, only deal with brokers in your country of residence or the UK.

APPENDIX

Directors' Biographies

Lynn Brubaker Non-Executive Director

Independent: Yes

Skills, competence and experience: Lynn's experience from a number of senior Board positions at various US-based companies, in particular in the aerospace sector, makes her a valuable member of the Board and enables her to provide insightful advice on matters such as strategy, management of customer relations, and sales and marketing.

Lynn has held positions as Non-Executive Director of Force Protection, Inc., Seabury Group, Graham Partners, Cordiem, the Nordam Group, the Flight Safety Foundation (as Chair), and as a member of the Management Advisory Council of the Federal Aviation Administration. Lynn was Vice President and General Manager of Commercial Aerospace at Honeywell International, and prior to that, she held a variety of roles in the commercial aerospace sector working for Allied Signal, the McDonnell Douglas Corporation, Republic Airlines and ComAir Airlines.

Other appointments: Non-Executive Director of FARO Technologies Inc. and Hexcel Corp.

Admiral Sir James Burnell-Nugent Non-Executive Director

Independent: Yes

Skills, competence and experience: Sir James brings to the Board unique senior experience from the armed forces and of contracting with government. In addition to his Board contribution of deep customer knowledge, the Company also benefits from his experience in his roles as Chair of the Risk & CSR Committee and of the Security Committee.

During a 37 year career in the Royal Navy, which culminated in his appointment as Commander-in-Chief Fleet, he commanded the aircraft carrier HMS Invincible and three other ships and submarines.

Between operational duties, Sir James held several positions at the MOD and gained cross-Whitehall experience while on secondment to HM Treasury.

Other appointments: Non-Executive Chairman of Witt Limited.

Michael Harper Deputy Chairman and Senior Independent Non-Executive Director

Independent: Yes

Skills, competence and experience: Michael brings to the Board a wealth of operational and corporate experience from a lengthy career as a business leader and Board member within, amongst others, the engineering and aviation industries. He continues to provide highly valuable advice to the Board and its discussions, in particular in his capacity as the Senior Independent Director and Chair of the Remuneration Committee.

Michael has served as Chairman of Ricardo plc, Vitec Group plc, and BBA Aviation plc, having previously been its CEO. He was Senior Independent Director of Catlin Group Limited. In addition, he was a Director of Williams plc and, at the time of its demerger, he became CEO of Kidde plc.

Other appointments: Non-Executive Director of the Aerospace Technology Institute.

Neil Johnson Non-Executive Director

Independent: Yes

Skills, competence and experience: Neil's former CEO experience and current roles as a plc Chairman and Non-Executive Director from numerous international businesses, including from the defence, automotive and engineering, and aerospace industries, brings to the Board relevant knowledge, challenge and leadership.

Starting his career at Sandhurst and the Army, Neil then spent much of his early career in the automotive and engineering industries. He was worldwide Sales and Marketing Director at Jaguar before being seconded to the UK Ministry of Defence to command 4th Battalion The Royal Green Jackets. He returned to the industry with British Aerospace, initially running Land Rover and then all of its European automotive operations. Neil was later CEO of the RAC, managing the demutualisation and sale process. Since 2012 Neil has been Senior Independent Director of the Business Growth Fund. He is also a former Director General of the EEF and was a Home Office appointed Independent Member of the Metropolitan Police Authority. He was Chairman of Motability Operations until March 2019.

Other appointments: Chairman of Synthomer Plc (and Chair of its Nominations Committee), Centaur Media plc (until 30 June 2019) and Electra Private Equity plc and the Senior Independent Non-Executive Director of the Business Growth Fund. Appointments explanation on page 66 of the 2019 Annual Report and Accounts.

Ian Mason Non-Executive Director

Independent: Yes

Skills, competence and experience: Ian brings to the Board extensive experience in strategy, business transformation, eCommerce and international business development. His current and previous experience as a CEO and Non-Executive Director, enables him to provide the Board with highly relevant business and board experience. His advice has been, and continues to be, particularly valuable for the Board and the leadership team in the work of implementing and enhancing the transformation and strategy of the Company.

Previously Ian was Group Chief Executive of Electrocomponents plc. He has also worked for the Boston Consulting Group and served as a Non-Executive Director of Sage Group plc.

Other appointments: Chief Executive Officer of Domestic & General Group.

Paul Murray Non-Executive Director

Independent: Yes

Skills, competence and experience: Paul's broad range of experience in finance and corporate governance from many industries is of significant value to the Board. As a result of his previous roles as Group Finance Director of a number of plc companies and a plc Audit Committee Chair, he has gained a deep understanding of governance, financial reporting, and regulatory issues, and he therefore serves as the Chair of the Audit Committee.

Paul has held positions as Non-Executive Director and Chair of the Audit & Risk Committee at Royal Mail Group plc, Senior Independent Director of Taylor Nelson Sofres plc, Non-Executive Director of Thomson SA, Tangent Communications plc and Independent Oil & Gas plc. He has also been Group Finance Director of Carlton Communications plc and LASMO plc, and Treasurer of Pilotlight.

Other appointments: Director of Ventive Ltd and Naked Energy Ltd.

APPENDIX continued

Susan Searle
Non-Executive Director
Independent: Yes

Skills, competence and experience: Susan brings to the Board essential experience of investing in growing technology businesses, acquisitions and exploitation of new technologies. She has worked in the UK and Australia with academics and entrepreneurs on the development and commercialisation of new technologies. Susan's experience from a variety of commercial, business development and operational roles, and from serving on a variety of private company boards, enables her to provide both challenge and beneficial advice to Board discussions.

Susan was a founder of Touchstone Innovations plc, and its CEO until 2013. She has served on a variety of private company boards in engineering, healthcare and advanced materials. Susan was a Trustee of Fight for Sight, and a member of the international advisory Board of PTT. Previously, she held a variety of commercial and business development roles with Shell Chemicals, the Bank of Nova Scotia, Montech (Australia), and Signet Group plc.

Other appointments: Senior Independent and Non-Executive Director and Chair of the Remuneration Committee of both Benchmark Holdings plc and Horizon Discovery Group plc. Chair of Woodford Patient Capital Trust plc and Mercia Technologies plc (and Chair of its Nominations Committee). Appointments explanation on page 66 of the 2019 Annual Report and Accounts.

David Smith
Chief Financial Officer
Independent: No

Skills, competence and experience: David provides significant expertise to the Group from his broad and comprehensive executive experience in blue-chip companies and work in the aerospace and defence, technology, and automotive sectors.

David is an Associate of the Chartered Institute of Management Accountants and a member of its Advisory Panel. He was previously the CFO of Rolls-Royce Holdings plc, having joined as CFO of its Aerospace Division. Prior to that, David was CFO of Edwards Group and CEO of Jaguar Land Rover, having previously been its CFO. He has also held a variety of roles with the Ford Motor Company.

Other appointments: Non-Executive Director of Motability Operations Group plc.

Steve Wadey
Chief Executive Officer
Independent: No

Skills, competence and experience: Steve's proven track record of driving growth, and his in-depth experience of defence and technology industries is of essential importance and benefit to the Board and the Company. In addition, his extensive operational and corporate experience, is fundamental to his success in leading the Group's Executive management team, and developing and implementing the Group's strategy.

Steve is a Fellow of the Institution of Engineering and Technology, the Royal Aeronautical Society, and the Royal Academy of Engineering. He was previously Co-Chair of the UK Defence Growth Partnership, a member of the Prime Minister's Business Advisory Group, Co-Chair of the National Defence Industries Council Research and Development Group, and a Non-Executive Director of the UK MOD Research and Development Board. Steve has held various roles with MBDA, most recently as Managing Director, MBDA UK, and Technical Director for the MBDA Group. Previously he held various roles with Matra BAe Dynamics and British Aerospace.

Other appointments: Chair of the Defence Industry Liaison Board of the UK Department for International Trade, Defence & Security Organisation.