

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

QinetiQ Group plc

Notice of Annual General Meeting

10.00am on Wednesday, 21 July 2021
Portsmouth Technology Park, Southwick Road, Cosham, Portsmouth, PO6 3RU

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the Annual General Meeting or Meeting) of QinetiQ Group plc (the Company) will be held at Portsmouth Technology Park, Southwick Road, Cosham, Portsmouth, PO6 3RU on Wednesday, 21 July 2021 at 10.00am, or at any adjournment thereof, to consider and, if thought fit, to pass the following 19 resolutions. Resolutions 1 to 15 (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 16 to 19 (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.

Your Board believes that all of the resolutions are in the best interests of the Company and its shareholders as a whole, and it unanimously recommends you to vote in favour of all of these resolutions, as the Directors intend to do, in respect of all of their own beneficial holdings.

Although it is anticipated that indoor meetings will be permitted on 21 July 2021 (subject to applicable UK Government guidance), given the uncertainty surrounding public gatherings and the broader public health considerations, we recommend that shareholders do not attend the Meeting in person. With this in mind, we have arranged for shareholders to raise questions in advance and/or listen to the Meeting via telephone; further details are set out in this Notice of AGM and on www.QinetiQ.com.

Shareholders who wish to attend the Meeting in person will be able to do so, should this be possible under the UK Government restrictions in place at such time, but are asked to register their intention to attend as soon as possible, by emailing InvestorRelations@QinetiQ.com, no later than 5.00pm on Monday 19 July 2021. If a shareholder is attending the Meeting in person, we require them to adhere to the site guidelines in place at the time in relation to health, safety and security. Direction and transport information will be provided to you upon your registration. This will allow us to properly implement social distancing measures and other health and safety precautions. For the safety of others, in line with the UK Government guidance and legislation, please do not attend the Meeting in person if you are experiencing any of the symptoms connected with Covid-19 or are otherwise required to isolate or quarantine.

Shareholders can still be formally represented at the Meeting by appointing the Chairman as their proxy and giving instructions on how they wish the Chairman to vote on the proposed resolution. We strongly encourage shareholders to do this. Further details on how to do this are set out in this Notice of AGM.

Please be advised that we are continually monitoring the impact of Covid-19, including the latest UK Government guidance and legislation, and how this may affect the arrangements for the Meeting. Any changes to the arrangements of the Meeting will be posted on www.QinetiQ.com. Please ensure that you keep this under review.

Resolutions

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 2021.

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 2021 as set out on pages 95 to 96 and pages 100 to 106 of the Annual Report and Accounts 2021.

Resolution 3 – Declaration of dividend

To declare a final dividend for the year ended 31 March 2021 of 4.7 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 Michael Harper

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

Resolution 6 – Re-election of Shonaid Jemmett-Page

To re-elect Shonaid Jemmett-Page as a Director of the Company.

Resolution 7 – Re-election of Neil Johnson

To re-elect Neil Johnson as a Director of the Company.

Resolution 8 – Election of General Sir Gordon Messenger

To elect General Sir Gordon Messenger as a Director of the Company.

Resolution 9 – Re-election of Susan Searle

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

Resolution 10 – Re-election of David Smith

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

Resolution 11 – Re-election of Steve Wadey

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

Resolution 12 – 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 2022.

Resolution 13 – Authority to determine Auditor's remuneration

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

Resolution 14 – 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 14 and ending at the conclusion of the Annual General Meeting to be held in 2022, 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 14 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 14, 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 15 – 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 £1,928,997 (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 £3,857,994 (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 24 October 2022, 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 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 16 – Disapplication of pre-emption rights: standard

THAT, subject to the passing of Resolution 15, 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 15 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 15 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 15 (or in the case of any sale of treasury shares), the allotment (otherwise than pursuant to subparagraph (a) of this Resolution 16) to any person or persons of equity securities up to an aggregate nominal amount of £289,378.

and shall expire upon the expiry of the general authority conferred by Resolution 15 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.

Resolutions continued

Resolution 17 – Disapplication of pre-emption rights: acquisitions

THAT, subject to the passing of Resolutions 15 and 16 and in addition to the power given by 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 15 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 £289,378; 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 24 October 2022), 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 – 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 57,875,712;
- 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 18 will be carried out;

- d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2022, or on 24 October 2022, 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 19 – 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.

By Order of the Board

Jon Messent
Company Secretary

15 June 2021

Registered Office: Cody Technology Park Ivelly 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 8 (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 2021.

Resolution 2 – Directors' Remuneration Report

The Annual Report on remuneration, which includes a statement from Susan Searle, Chair of the Remuneration Committee, is set out on pages 95 to 96 and pages 100 to 106 of the Company's Report and Accounts 2021. 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 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 presented for approval by shareholders 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 2020 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 2023.

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 2021 of 4.7 pence will be paid on 26 August 2021 to the ordinary shareholders on the register of members at the close of business on 30 July 2021 in respect of each ordinary share.

Resolutions 4 to 11 – Election and re-election of Directors

In accordance with the 2018 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.

The Board, on the recommendation of the Nominations Committee, supports the election of General Sir Gordon Messenger who has been appointed to the Board since the last Annual General Meeting and so has not been subject to a vote by shareholders. Gordon took on the role of the Chair of the Risk & Security Committee in January 2021 and his unique operational experience from the Defence sector has already enabled him to steer this Committee successfully.

The Chairman confirms that, following a formal performance evaluation, all Non-Executive Directors continue to be effective, and demonstrating continued significant commitment to their roles. The Board believes that the considerable and wide-ranging experience of the Directors seeking election or re-election is invaluable and their contribution continues to be an important part of the Company's long-term sustainable success. The skills, contribution and experience of the Directors are set out in the Appendix of this Notice.

Each of the Executive Directors has been evaluated by the Board, a process which has confirmed their commitment and effective performance.

Resolutions 12 and 13 – 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 next such meeting. Resolution 12, which is recommended by the Audit Committee, proposes the re-appointment of PricewaterhouseCoopers LLP as auditor of the Company and Resolution 13 follows best practice in giving authority to the Audit Committee to determine their remuneration.

Resolution 14 – Political donations

Resolution 14 is designed to deal with rules on political donations and expenditure contained in Part 14 of the 2006 Act (sections 362 to 379). Part 14 of the Act prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to: (i) political parties, (ii) other political organisations and (iii) independent election candidates, and from incurring 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 2022 (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.

Explanatory notes continued

Resolution 15 – Authority to allot new shares

Resolution 15 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 15 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 15 will allow the Directors to allot shares in the capital of the Company up to a maximum nominal amount of £1,928,997, representing approximately one third (33.33 per cent) of the Company's issued ordinary share capital (excluding treasury shares) as at 28 May 2021 (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 15 will also allow Directors to allot, including the ordinary shares referred to in paragraph (a) of Resolution 15, 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 £3,857,994 (as reduced by allotments under paragraph (a) of Resolution 15), 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 28 May 2021 (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 2022 or, if earlier, 24 October 2022.

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.

Resolution 16 – Disapplication of pre-emption rights: standard

Resolution 16 will give the Directors authority to allot equity securities or sell treasury shares, pursuant to the authority granted under Resolution 15 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 £289,378 (being just under 5 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 28 May 2021, the latest practicable date prior to publication of this Notice). If given, this power will expire on 24 October 2022 or at the conclusion of the Annual General Meeting in 2022, whichever is the earlier.

The figure of 5 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.

Resolution 17 – 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 17 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 £289,378 (being 5 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 28 May 2021, the latest practicable date prior to publication of this Notice). This is in addition to the 5 per cent referred to in Resolution 16. If given, this power will expire on 24 October 2022 or at the conclusion of the Annual General Meeting in 2022, 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 18 – Authority to purchase own shares

Resolution 18 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 57,875,712 ordinary shares until the conclusion of the Annual General Meeting to be held in 2022. This represents approximately 10 per cent of the ordinary shares in issue (excluding treasury shares) as at 28 May 2021 (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 18.

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 28 May 2021 (the latest practicable date prior to publication of this Notice), there were options outstanding over 5,837,463 ordinary shares, which, if exercised, would represent approximately 1.01 per cent 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 1.12 per cent of the Company's then issued share capital (excluding treasury shares). There are no warrants outstanding.

Resolution 19 – Notice of meetings

Resolution 19 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 19 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.

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 Monday, 19 July 2021 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

- 2a) A shareholder entitled to vote at the Meeting may appoint another person(s) (who need not be a shareholder of the Company) to exercise all or any of their 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 them.
- 2b) A proxy does not need to be a member of the Company but must attend the Meeting 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 as your proxy using the proxy form are set out in the notes to the proxy form.
- 2c) 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.
- 2d) 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 10.00am on Monday, 19 July 2021 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 they do 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 the Nominated Person and the shareholder by whom they were 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, they 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

- 5a) 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, 21 July 2021 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.
- 5b) 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.

- 5c) 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) of the Uncertificated Securities Regulations 2001.
- 5d) 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 10.00am on Monday, 19 July 2021, 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).

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 has the right to ask questions at the Meeting 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.

If you are unable to attend the Annual General Meeting in person, you will be able to submit questions in advance by email to InvestorRelations@QinetiQ.com, no later than 5.00pm on Monday, 19 July 2021. The Company's responses to the questions submitted will, where appropriate, be published on the Company's website after the Meeting.

8. Joining the Meeting by telephone

We have put in place a telephone line for members to be able to join the Meeting. Members will be able to listen to the Meeting.

If you would like to join the Meeting by telephone, please email InvestorRelations@QinetiQ.com to request your individual secure dial in details. Requests must be received no later than 5.00pm on Monday, 19 July 2021. The telephone line will open shortly before 10.00am on the day of the Meeting.

Please note that members joining by telephone will not be able to vote on the day. We recommend you appoint the Chairman of the Meeting as your proxy and register a voting instruction using your Proxy Form ahead of the Meeting.

9. Attending the Meeting in person

Shareholders who wish to attend the Meeting in person will be able to do so, should this be possible under the UK Government restrictions in place at such time, but are asked to register their intention to attend as soon as possible, by emailing InvestorRelations@QinetiQ.com, no later than 5.00pm on Monday 19 July 2021. This will allow us to properly implement social distancing measures and other health and safety precautions. For the safety of others, in line with the UK Government guidance and legislation, please do not attend the Meeting in person if you are experiencing any of the symptoms connected with Covid-19 or are otherwise required to isolate or quarantine. Directions and transport information will be provided to you upon your registration. If you wish to attend the Meeting in person, you will be required to adhere to the site guidelines in place at the time in relation to health, safety and security.

Important notes for shareholders continued

10. 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.

11. 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 Portsdown Technology Park, Southwick Road, Cosham, Portsmouth, PO6 3RU from 09.00am on Wednesday, 21 July 2021, 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.

12. Issued shares and total voting rights

As at 28 May 2021 (being the latest practicable business day prior to the publication of this Notice), the Company's issued ordinary share capital consisted of 578,757,121 ordinary shares which carry one vote each. There are no shares held in treasury. The total voting rights in the Company are therefore 578,757,121 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 they are the holder.

13. Information available on the Company's website

The contents of this Notice of AGM, 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.

14. 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.

15. 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. Logon to Shareview and register your preference. 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.

16. 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

Independent Non-Executive Director

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 and customer stakeholder management.

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 also the Vice President and General Manager of Commercial Aerospace at Honeywell International.

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

Michael Harper

Deputy Chair and Senior Independent Non-Executive Director

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.

Michael has served as Chair of Ricardo plc, Vitec Group plc, and BBA Aviation plc, having previously been its CEO. Michael was also the Senior Independent Director of Catlin Group Limited, a Non-Executive Director of Williams plc and the Aerospace Technology Institute, and the CEO of Kidde plc.

Other appointments: N/A

Shonaid Jemmett-Page

Independent Non-Executive Director

Skills, competence and experience: Shonaid brings to the Board experience from previous roles as an Executive and Non-Executive Director from a breadth of sectors, including industrial and technology based businesses with international operations. This, combined with extensive financial experience, enables her to successfully chair the Audit Committee.

Previously Shonaid was the Chief Operating Officer of CDC Group plc, the UK Government's development finance institution, having joined from Unilever, where she was the Senior Vice-President Finance and Information, Home and Personal Care, originally in Asia and later for the Group as a whole. Her early career was spent at KPMG, latterly as a partner. Her Board experience includes Non-Executive Chair of Origo Partners plc and MSAmlyn plc, and Non-Executive Director roles at GKN plc, Close Brothers Group plc and APR Energy plc.

Other appointments: Chair of Greencoat UK Wind plc and Cordiant Digital Infrastructure Limited, Senior Independent Director of ClearBank Ltd and Non-Executive Director of Caledonia Investments plc.

Neil Johnson

Chairman

Skills, competence and experience: Neil's former CEO experience and current roles as plc Chairman and Non-Executive Director brings to the Board relevant knowledge, challenge and leadership.

Starting his career at Sandhurst and the army, Neil 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, and former Director General of the EEF and a Home Office appointed Independent Member of the Metropolitan Police Authority. He was previously Chairman of Motability Operations and Centaur Media plc.

Other appointments: Chairman of Electra Private Equity plc and Senior Independent Non-Executive Director of the Business Growth Fund.

General Sir Gordon Messenger

Independent Non-Executive Director

Skills, competence and experience: Gordon brings vast experience from the armed forces having served for 37 years as a Royal Marine. Throughout his military career he served in key appointments in various UK and NATO Headquarters, overseeing the planning and execution of UK and Coalition military and humanitarian relief operations worldwide. He most recently served as Vice Chief of the Defence Staff, a position he held for three years until his retirement in 2019.

His unique experience enables him to provide invaluable insight in his role as the Chair of the Risk & Security Committee.

Other appointments: UK Member of the international Defence Reform Advisory Board for Ukraine.

Susan Searle

Independent Non-Executive Director

Skills, competence and experience: Susan brings to the Board essential experience of investing in growing technology businesses, acquisitions and exploitation of new technologies. Her experience as a plc Remuneration Committee Chair enables her to efficiently and valuably chair the Remuneration Committee.

Susan was a founder of Touchstone Innovations plc, and formerly its CEO. She has served on a variety of private company boards in engineering, healthcare and advanced materials, and held a variety of commercial and business development roles with Shell Chemicals, the Bank of Nova Scotia, Montech (Australia), and Signet Group plc. Previously Susan was the Senior Independent Director and Remuneration Committee Chair of Horizon Discovery Group plc, and Chair of Mercia Asset Management plc and Schroder UK Public Private Trust plc.

Other appointments: Senior Independent and Non-Executive Director and Chair of the Remuneration Committee of Benchmark Holdings plc.

David Smith

Chief Financial Officer

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. David was previously a Non-Executive Director of Motability Operations Group plc.

Other appointments: N/A

Steve Wadey

Chief Executive Officer

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. 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, including as Managing Director, MBDA UK. 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