



19 June 2012

Dear Shareholder

The 2012 Annual General Meeting (AGM) for QinetiQ Group plc will be held at The Royal Berkshire Hotel, London Road, Sunninghill, Ascot, Berkshire, SL5 0PP on Thursday, 26 July 2012 at 1.00 pm.

Depending on your personal election on how to receive Company notifications, the notice of AGM and the Report and Accounts for the year ended 31 March 2012 are either enclosed with this letter (if you elected for a paper copy) or can be viewed and downloaded from the 'Shareholder Services' section of the 'Investor Centre' pages on www.QinetiQ.com.

This year, in addition to the more routine business to be transacted at the AGM, there are proposals to adopt new Articles of Association to take account of changes in the Special Shareholder rights agreed with the MOD, and to approve a new long-term incentive plan for executives in the Company. These are set out in the Notice of Meeting.

On a separate note, we are taking this opportunity to notify shareholders of a change in the way we issue tax vouchers when making dividend payments. We have decided, in line with many other companies, to issue a single tax voucher (consolidating both tax vouchers for the tax year) each year. We believe this will ease administration and reduce paperwork for both the Company and our shareholders. Details can be found on page 108 of the Annual Report.

If you have become a shareholder since 4 May 2011, and have yet to make an election on how to receive Company notifications, please turn to the enclosed election form, where full details of the options available to you, together with the action you need to take, are explained.

My fellow Directors and I look forward to meeting as many shareholders as possible at the AGM. However, if you are unable to attend, you can register your vote as follows:

- Electronically, at www.sharevote.co.uk. If you have a shareview portfolio you can cast your vote at www.shareview.co.uk.
- By post, by completing the enclosed Form of Proxy and returning it to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, by 1.00 pm on Tuesday, 24 July 2012.
- If you hold your shares in CREST, please follow the instructions to appoint a proxy in note 10 of the notice of AGM.

The results of the voting will be announced to the UK Listing Authority and will be shown on our website www.QinetiQ.com as soon as practicable after the AGM.

The Board considers that each of the resolutions detailed in the notice of AGM will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors intend to vote in favour of all resolutions in respect of their own beneficial holdings of ordinary shares in the Company and unanimously recommend that you do the same.

I look forward to seeing you at The Royal Berkshire Hotel, Sunninghill, on 26 July.

Yours sincerely

Mark Elliott
Chairman