

Annual General Meeting to be held on Thursday, 25 July 2013
at 11.00 am at The Royal Berkshire Hotel, London Road,
Sunninghill, Ascot, Berkshire SL5 0PP

If you plan to attend the Annual General Meeting please detach,
sign and hand this attendance card in upon your arrival. This will
facilitate your admission.

Signature

Please see overleaf for proxy notes.

QinetiQ Group plc Annual General Meeting 2013
Form of Proxy

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Voting ID

Task ID

Shareholder Reference Number

You can submit your proxy electronically at www.sharevote.co.uk using the above numbers.

Before completing this Form of Proxy, please read the notes overleaf and also contained in the Notice of Annual General Meeting. For the full wording of the resolutions set out below, please refer to the Notice of Annual General Meeting.

If you wish to appoint multiple proxies using this form, please refer to note 3 overleaf.

I/We the undersigned being a member(s) of QinetiQ Group plc hereby appoint the Chairman of the Meeting or *
(insert name in the box below, in BLOCK CAPITALS)

*Name of appointed proxy

*Number of shares over which the proxy is appointed

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11.00 am on Thursday, 25 July 2013 and at any adjournment thereof on the resolutions set out below.

I/We instruct my/our proxy to vote on the following resolutions as indicated below (please refer to note 10 overleaf).

☐ Please mark this box if this proxy appointment is one of multiple appointments.

Where my/our shares are held via the QinetiQ Nominee Service (the corporate sponsored nominee), this voting instruction is directed to Equiniti Corporate Nominees Limited.

Ordinary Resolutions

1. To receive the Report and Accounts
2. To approve the Directors' Remuneration Report
3. To declare a dividend
4. To re-elect Colin Balmer as a Director
5. To re-elect Admiral Sir James Burnell-Nugent as a Director
6. To re-elect Noreen Doyle as a Director
7. To re-elect Mark Elliott as a Director
8. To re-elect Michael Harper as a Director
9. To re-elect David Mellors as a Director
10. To re-elect Paul Murray as a Director
11. To re-elect Leo Quinn as a Director
12. To appoint KPMG LLP plc as auditor
13. To authorise the Audit Committee to determine the auditor's remuneration
14. To make political donations
15. Authority to allot new shares

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AGAINST

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Special Resolutions

16. To disapply pre-emption rights
17. To authorise the purchase of own shares
18. Notice period for Extraordinary General Meetings

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Date

Signature

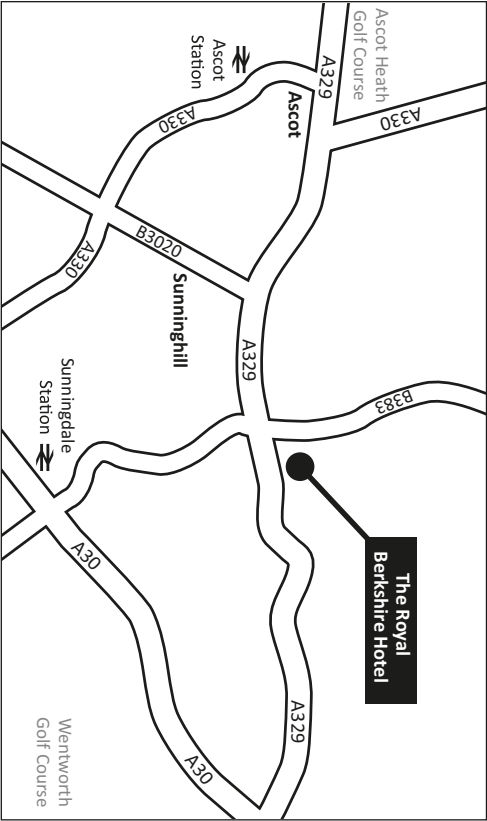
Please mark this box if signing on behalf of the Shareholder as a Power of Attorney, Receiver or Third Party. ☐

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Notes

1. If you wish to appoint a person(s) other than the Chairman of the Meeting to be your proxy, you should insert that person's name and number of shares over which the proxy is appointed in the boxes provided*.
2. The appointment of a proxy does not preclude a member from attending and voting at the Meeting.
3. If you wish to appoint multiple proxies using this form, please photocopy each page indicating on each copy the name of the proxy you wish to appoint and the number of shares over which each proxy is appointed. You can also appoint multiple proxies online. Further details on the appointment of multiple proxies are set out in note 2 of the Notice of Annual General Meeting.
4. This form of proxy must be signed and dated by the holder or his/her attorney duly authorised in writing, or if the holder is a corporation, either under seal or under the hand of a duly authorised officer or attorney of that company.
5. To be valid, the Company's Registrar (Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA) must receive this form not later than 11.00am on Tuesday 23 July 2013.
6. If you would prefer, you may return this form of proxy in an envelope to Equiniti, FREEPOST SEA 10846, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL. No stamp is required.
7. Members may submit their proxies electronically at www.sharevote.co.uk using the Voting ID, Task ID, and Shareholder Reference Number given on this form.
8. CREST Members may appoint a proxy or proxies through the CREST electronic proxy appointment service by using the procedures described in the CREST Manual.
9. In the case of joint holdings, the vote of the first named in the register of shareholders will be accepted to the exclusion of other joint holders.
10. If no specific voting directions are given, the proxy may vote or abstain from voting as he/she thinks fit. Unless instructed otherwise, the proxy may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come to the Meeting.
11. Please note that the 'Vote Withheld' option is provided to enable you to abstain on any resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.



The Royal Berkshire Hotel
London Road, Sunninghill, Ascot, Berkshire SL5 0PP
Tel: 0845 894 5676
Thursday, 25 July 2013, 11.00 am

Business Reply Plus
Licence Number
RTAT-HLLH-BTAB

Equiniti
Aspect House
Spencer Road
Lancing
BN99 8HB

