

Annual General Meeting to be held on Wednesday, 24 July 2019 at 11.00am  
at Ashurst LLP, London Fruit and Wool Exchange, 1 Duval Square, London E1 6PW

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 2019  
Form of Proxy

Voting ID Task ID Shareholder Reference Number

You can submit your proxy electronically at [www.sharevote.co.uk](http://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 5 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 proxy is appointed

as my/our proxy to exercise all of my/our rights to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11.00am on Wednesday, 24 July 2019 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 12 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.

	For	Against	Withheld		For	Against	Withheld
<b>Ordinary Resolutions</b>							
1. To receive the Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To re-appoint PricewaterhouseCoopers LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Audit Committee to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Lynn Brubaker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Authority to allot new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Admiral Sir James Burnell-Nugent as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Special Resolutions</b>			
6. To re-elect Michael Harper as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To disapply pre-emption rights: standard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Neil Johnson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To disapply pre-emption rights: acquisitions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Ian Mason as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the purchase of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Paul Murray as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. Notice period for Extraordinary General Meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Susan Searle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To adopt new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect David Smith as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12. To re-elect Steve Wadey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

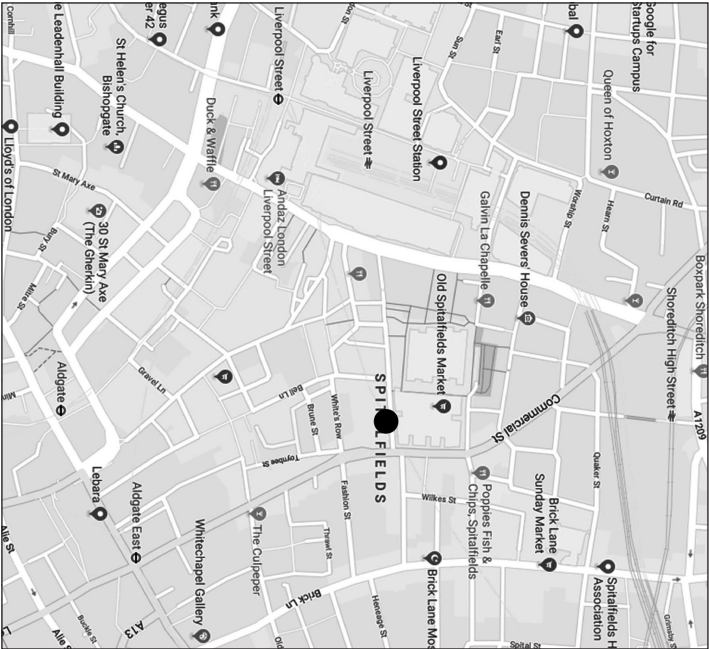
Date

Signature

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

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. A proxy need not be a member of the Company. If no name is entered, the return of this form duly signed will authorise the Chairman of the Meeting to act as your proxy.
2. If the proxy is being appointed in relation to less than your full voting entitlement, please enter into the box next to the proxy holder's name the number of shares in relation to which they are being authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be appointed in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. The appointment of a proxy does not preclude a member from attending and voting at the Meeting, or at any adjournment thereof, should they wish to do so.
4. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney, stating their capacity.
5. 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. Please indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. 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.
6. This Form of Proxy must be signed and dated by the holder or by 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.
7. 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 Monday, 22 July 2019.
8. If you would prefer, you may return this Form of Proxy in an envelope to Freepost RTHJ-CLLXKRU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU. No stamp is required if posted in Great Britain, the Channel Islands or Northern Ireland.
9. Members may submit their proxies electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the Voting ID, Task ID and Shareholder Reference Number given on this form.
10. CREST Members may appoint a proxy or proxies through the CREST electronic proxy appointment service by using the procedures described in the CREST Manual.
11. 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.
12. 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.
13. 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.



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1 Duval Square,  
London E1 6PW  
Tel: +44(0)20 7638 1111  
Wednesday, 24 July 2019 at 11.00am

Business Reply Plus  
Licence Number  
RTAT-HLLH-BTAB



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LANCING  
BN99 8HB

