

ADDRESS WINDOW

QINETIQ

QinetiQ Group plc Annual General Meeting 2023

Important – please read carefully

The 2023 Annual Report and Accounts and Notice of the 2023 Annual General Meeting of QinetiQ Group plc are now available on the Company's website: www.qinetiq.com

QINETIQ

+ Shareholder Communications

+

Shareholder Reference Number

The purpose of this form is to ask how you would like to receive shareholder communications in future.

Please choose one of the following options:

- Option 1** ☐ To receive email notifications when shareholder documents are available on our website at www.qinetiq.com
(email) **Register at www.shareview.co.uk**
- Option 2** ☐ To receive written notifications by post when shareholder documents are available on our website at www.qinetiq.com
(website) **No action required**
- Option 3** ☐ To continue to receive paper shareholder documents through the post
(paper) **Tick box and return this form to our registrar, Equiniti, in reply paid envelope provided**

Please see explanatory notes for further information.

If we do not hear from you by 10 July 2023, you will be deemed to have agreed to receive shareholder documents via our website (Option 2).

Signed

Date

+

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Explanatory notes relating to Shareholder Communications

- 1 If you select Option 1, please visit www.shareview.co.uk, register for a Shareview portfolio and select 'electronic' as your preferred method of delivery of the Company's communications. The terms and conditions of the Shareview service are available online at www.shareview.info/terms
- 2 If you select Option 2, you do not need to return this form.
- 3 If you select Option 3, you will receive a paper copy of shareholder documents, including the Annual Report and Notice of Annual General Meeting ('AGM').
- 4 The Company's 2023 Annual Report and Accounts and Notice of 2023 AGM will be available for viewing on the Company's website at www.qinetiq.com
- 5 The reply paid envelope may be used to return both this form and the Proxy Form. If posted outside the United Kingdom, you will need to pay the postage.
- 6 Notwithstanding any election, the Company may, at its sole and absolute discretion, send any shareholder documents in paper copy.
- 7 You have the right to request a paper copy of any shareholder document or change your election at any time by contacting the Company's Registrar, Equiniti, on +44 (0) 371 384 2021 (for calls made from the UK. Lines open 8.30am to 5.30am, Monday to Friday excluding public holidays in England and Wales).

Admission card

Please detach and retain this section. Do not post with Proxy Form.

2023 Annual General Meeting ('AGM') of QinetiQ Group plc to be held on Thursday 20 July 2023 at 11.00am at Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW.

We will notify shareholders of any change of arrangements with an announcement on the Company's website at www.qinetiq.com and via a Regulatory Information Service. Any updates to the position will be included on the Company's website at www.qinetiq.com

If you wish to attend the meeting

Please bring this card with you as evidence of your right to attend and vote.

If you are unable to attend the meeting

You may appoint a proxy: by post (please detach the Proxy Form, fill it in, sign it, and send it to Equiniti in the reply paid envelope provided); lodge your vote electronically at www.sharevote.co.uk; or CREST participants may lodge proxy appointments via CREST. Further information on appointing a proxy is provided overleaf in the Explanatory Notes. **Please note the deadline for receiving proxy appointments is 11.00am on Tuesday 18 July 2023.**

Address

Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW.

AGM Schedule

- | | |
|---------|---|
| 10.30am | Registration desks open. Refreshments (tea and coffee) will be available. |
| 11.00am | The AGM starts and will be held in the Auditorium on the ground floor. |

Security

Cameras, telephones, or other mobile devices, tape recorders and video cameras cannot be used in the meeting. It is a condition of entry to the meeting that all bags and packages will be subject to a random search.

QinetiQ Group plc Annual General Meeting 2023

Form of Proxy

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 (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).

Voting ID

Task ID

Shareholder Reference Number

* Name of appointed proxy

* Number of shares over which proxy is appointed

as my/our proxy to exercise all of my/our rights to 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, 20 July 2023 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.

Ordinary Resolutions

	For	Against	Withheld		For	Against	Withheld
1. To receive the Accounts and the Reports	<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"/>
2. To approve the Directors' Remuneration Report	<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"/>
3. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Audit Committee to determine the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Steve Mogford as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To approve the Annual Bonus Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Carol Borg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To approve the Long-term Performance Award Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Shonaid Jemmett-Page as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. Authority to allot new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Neil Johnson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions			
9. To re-elect General Sir Gordon Messenger as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To disapply pre-emption rights: standard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Lawrence Prior III as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To disapply pre-emption rights: acquisitions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Susan Searle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To authorise the purchase of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				22. Notice period for General Meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Date

Signature

Explanatory Notes

1. If you wish to appoint a person(s) other than the Chairman of the Annual General 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 Annual General 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 the holder's 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 Tuesday, 18 July 2023.
8. If you would prefer, you may return this Form of Proxy in an envelope to Freepost RTHJ-CLLL-KBKU, 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** 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 they think fit. Unless instructed otherwise, the proxy may also vote or abstain from voting as they think fit on any other business (including amendments to resolutions) which may properly come to the Annual General 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.