



**QINETIQ GROUP PLC (THE COMPANY)**

**General Meeting of the Company**

**6 February 2024 at 8:30 a.m.**

**FORM OF PROXY**

**Please read the notes below and contained in the notice of General Meeting before completing this Form of Proxy. You can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the below numbers. For the full wording of the resolution set out below, please refer to the notice of General Meeting.**

Voting ID

Task ID

Shareholder Reference Number

☐ Please indicate with an **X** here if you are intending to attend the General Meeting.

I/We being (a) member(s) of the Company, hereby appoint the chair of the General Meeting, or the following person:

Name(s) of proxy	Number of shares (see note 3)*

**Please leave the first box blank if you have selected the chair of the General Meeting. See note 1. Do not insert your own name(s).**

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement\* on my/our behalf as directed below at the General Meeting of the Company to be held on 6 February 2024 at 8:30 a.m., and at any adjournment thereof.

☐ \*For the appointment of more than one proxy, please refer to note 3.

**Resolution**

To authorise the Company to make market purchases of its ordinary shares pursuant to section 701 of the Companies Act 2006

**For      Against      Vote Withheld**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We would like my/our proxy to vote on the resolution proposed at the General Meeting as indicated on this form. Unless otherwise instructed, the proxy may vote or abstain as he or she sees fit.

Signature.....

Date .....

## Notes to the Form of Proxy

1. You may appoint one or more proxies of your own choice, if you are unable to attend the General Meeting but would like to vote. If such an appointment is made, delete the words “the chair of the General Meeting or” and insert the name(s) of the person or persons appointed as proxy/proxies in the space provided. A proxy need not be a member of the Company but must attend the General Meeting to represent you. Your proxy will vote as you instruct and must attend the General Meeting for your vote to be counted. If no name is entered, the return of this form duly signed will authorise the chair of the 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 in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised 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. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting the Company’s registrars’ helpline on +44 (0) 371 384 2021 or you may photocopy this form. Please indicate in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. In order that this form of proxy shall be valid, it must be deposited (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or a copy certified in accordance with the Powers of Attorney Act 1971 or in some other manner approved by the directors) at the Company’s registrars Equiniti Limited, Aspect House, Lancing, West Sussex, BN99 6DA or via [www.sharevote.co.uk](http://www.sharevote.co.uk), not later than 48 hours (excluding non-working days) before the time appointed for the General Meeting. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the General Meeting or at any adjournment thereof, should they wish to do so.
5. 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 (e.g. director, secretary).
6. If you prefer to return this form of proxy in an envelope, then please do so using the following address Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU with FREEPOST No. RTHJ-CLLL-KBKU. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland.
7. In the case of joint holders of a share, the vote of the first named in the register of shareholders will be accepted to the exclusion of other joint holders.
8. The “vote withheld” option is provided to enable you to instruct your proxy not to vote on the resolution. However, it should be noted that a “vote withheld” in this way is not a vote in law and will not be counted in the calculation of the proportion of votes “for” and “against” the resolution.
9. Please note that your votes must be registered by no later 8:30am on 1 February 2024 if you hold your shares in the Corporate Sponsored Nominee.