QINETIQ HOLDINGS LIMITED

(the "Company")

Company No 4154556

Companies Act 2006

Statement by the Directors (Pursuant to Section 644(5) of the Companies Act 2006)

Further to the special resolution being passed on 14th March 2012 approving the reduction of capital of the Company, the directors confirm that

- (a) the solvency statement presented to the members was made not more than 15 days before the date on which the special resolution was passed, and
- (b) the solvency statement was provided to the members in accordance with s642(2) of the Companies Act 2006

DAVID ANTONY MELLORS

JON MESSENT

STEPHEN WEBSTER

THURSDAY

A18

15/03/2012 COMPANIES HOUSE

#41

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