

COMPANY NUMBER 4586941

RESOLUTION
OF THE
SHAREHOLDERS OF
QINETIQ GROUP PLC

PASSED ON 20 JULY 2016

At the Annual General Meeting of QinetiQ Group plc duly convened and held at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA on 20 July 2016 the following RESOLUTION was duly passed as an ORDINARY RESOLUTION -

THAT in accordance with section 366 and 367 of the Companies Act 2006 (the "2006 Act"), during the period beginning with the date of the passing of this Resolution 15 and ending at the conclusion of the Annual General Meeting to be held in 2017, the Company and all companies which are subsidiaries of the Company at any time during that period be and are hereby generally and unconditionally authorised.

- a) to make political donations to political parties and/or independent election candidates not exceeding £100,000 in total,
- b) to make political donations to political organisations other than political parties not exceeding £100,000 in total, and
- c) to incur political expenditure not exceeding £100,000 in total, provided that
 - (i) in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution 15 shall not exceed £100,000 in total, and
 - (ii) the authorised sum referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same

For the purposes of this Resolution 15, the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given to them by sections 363 to 365 of the 2006 Act


Secretary

SATURDAY



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23/07/2016

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