

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 a SPECIAL RESOLUTION -

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "2006 Act") to make market purchases (within the meaning of section 693(4) of the 2006 Act) of any of its ordinary shares of 1 pence each of the Company on such terms and in such manner as the directors may from time to time determine, provided that

- a) the maximum number of ordinary shares hereby authorised to be acquired is 58,600,000,
- b) the minimum price which may be paid for any such share is 1.00 pence (which amount shall be exclusive of expenses, if any),
- c) the maximum price (exclusive of expenses) which may be paid for any such share is the higher of
 - (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased, and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 19 will be carried out,
- d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2017, or on 20 October 2017, unless previously renewed, varied or revoked by the Company in general meeting, and
- e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract

SATURDAY



A15 23/07/2016 #128
COMPANIES HOUSE

J. Mervin
Secretary