

RESOLUTION

OF THE
SHAREHOLDERS OF
QINETIQ GROUP PLC

PASSED ON 19 JULY 2017

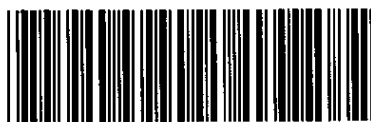
At the Annual General Meeting of QinetiQ Group plc duly convened and held at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA on 19 July 2017 the following RESOLUTION was duly passed as an ORDINARY RESOLUTION:-

THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or convert, any security into shares in the Company ('Rights'):

- a) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the 2006 Act) of £1,890,615 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- b) comprising equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the 2006 Act) of £3,781,230 (such amount to be reduced by any allotments or grants made under (a) above), provided that they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems arising under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or any other matter,

provided that these authorisations shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 19 October 2018, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares or grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

THURSDAY



A13 27/07/2017 #459
COMPANIES HOUSE

J. Meeser
Secretary

COMPANY NUMBER 4586941

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SHAREHOLDERS OF
QINETIQ GROUP PLC

PASSED ON 19 JULY 2017

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 19 July 2017 the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

THAT, subject to the passing of Resolution 18, the Directors be and are hereby empowered pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "2006 Act") to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash either pursuant to the authority conferred by Resolution 16 above or by way of a sale of ordinary shares (as defined in section 560(1) of the 2006 Act) held by the Company as treasury shares, as if section 561(1) of that Act did not apply to any such allotment or sale provided that this power shall be limited to:

- a) the allotment of equity securities and the sale of treasury shares in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 16 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates or legal or practical problems arising under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or any other matter; and
- b) in the case of the authorisation granted under paragraph (a) of Resolution 16 (or in the case of any sale of treasury shares), the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 19) to any person or persons of equity securities up to an aggregate nominal amount of £283,000,

and shall expire upon the expiry of the general authority conferred by Resolution 18 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors shall be entitled to allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired.


Secretary