

COMPANY NUMBER 4586941

RESOLUTION  
OF THE  
SHAREHOLDERS OF  
QINETIQ GROUP PLC

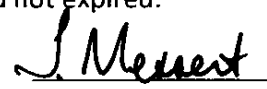
PASSED ON 25 JULY 2018

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 2AG on 25 July 2018 the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

THAT, subject to the passing of Resolution 16, 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 pursuant to the authority conferred by Resolution 16 and sell ordinary shares (as defined in section 560(1) of the 2006 Act) held by the Company as treasury shares for cash, 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 17) 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 16 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

