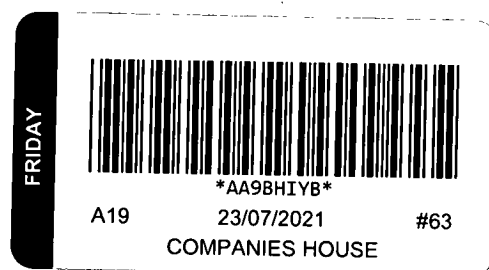


COMPANY NUMBER 4586941

RESOLUTION

OF THE
SHAREHOLDERS OF
QINETIQ GROUP PLC

PASSED ON 21 JULY 2021



At the Annual General Meeting of QinetiQ Group plc duly convened and held at Cody Technology Park, Ively Road, Farnborough, Hampshire GU14 0LX on 21 July 2021 the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

THAT, subject to the passing of Resolutions 15 and 16 and in addition to the power given by Resolution 16, the Directors be and are hereby empowered pursuant to sections 570(1) and 573 of 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 above 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 the 2006 Act did not apply to any such allotment or sale provided that this power shall be:

- a) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £289,378; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, or for any other purposes as the Company in a general meeting may at any time by special resolution determine, and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 24 October 2022), 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