

If you have sold or otherwise transferred all your shares in the Company, please send this letter, and any accompanying documents, to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

12 June 2020

Dear Shareholder,

The 2020 Annual General Meeting (AGM) of QinetiQ Group plc (the Company) will be held at our registered office Cody Technology Park, Ively Road, Farnborough, Hampshire GU14 0LX on Tuesday 14 July at 11.00am.

In light of the of the COVID-19 pandemic the Board's priority at this time is the health, safety and wellbeing of all of the Company's stakeholders. Under the UK Government's current guidance on non-essential travel, public gatherings and social distancing, the decision has been made to hold the 2020 AGM at our registered office in Farnborough.

In addition, regrettably, as a consequence of this, and putting the health, safety and wellbeing of all our stakeholders first, it will be not be possible for shareholders to attend the AGM in person and shareholders will not be permitted entry. QinetiQ very much regrets the need to impose this restriction on attendance as we regard the AGM as an important date in our corporate calendar and an important opportunity to engage with shareholders. However, it is paramount that we, our employees and our shareholders comply with the law and the latest guidance on non-essential travel, public gatherings and social distancing.

Depending on your personal election on how to receive Company notifications, the notice of AGM and the Report and Accounts for the year ended 31 March 2020, are either enclosed in this letter or can be viewed and downloaded from www.QinetiQ.com.

If you have become a shareholder since 1 June 2019, and have yet to make an election on how to receive Company notifications, please turn to the enclosed form, where details of the options available to you, together with the action you need to take, are explained.

The AGM will be purely functional in format with employee shareholders attending to satisfy the quorum requirement. In accordance with Schedule 14 of the Corporate Insolvency and Governance Bill, and to assist companies to meet their statutory obligations during the COVID-19 pandemic, shareholders will for this year's AGM only, be able to electronically cast their votes as well as by hard copy Form of Proxy. In addition, shareholders will be able to raise questions on the business of the AGM in advance by following the instructions below. Given that you will not be able to attend in person, we strongly encourage you to vote by proxy, and to send us your questions in advance. If you appoint the Chairman of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes. The process to vote and ask questions is outlined below:

To vote:

- Electronically, at www.sharevote.co.uk. If you have a Shareview portfolio, you can cast your vote at www.shareview.co.uk.
- By post, by completing the enclosed Form of Proxy and returning it to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 11.00am on Friday, 10 July 2020.
- If you hold your shares in CREST, please follow the instructions to appoint a proxy in note 5 of the notice of AGM.

To ask questions on the business of the meeting:

- Any questions on the business of the meeting should be submitted in advance of the AGM by writing to investors@qinetiq.com by no later than 5pm on Friday 10 July 2020.

Your Board believes that all of the resolutions set in the Notice of AGM, are in the best interests of the Company and its shareholders as a whole, and it unanimously recommends that you vote in favour of all these resolutions, as the Directors intend to do, in respect of their own beneficial holdings.

The results of the voting will be announced to the UK Listing Authority and will be published on our website www.QinetiQ.com as soon as practicable after the AGM.

Thank you for your continued support of the Company.



Neil Johnson
Chairman
QinetiQ Group plc