

**This document is important and  
requires your immediate attention.**

**QINETIQ**

**QinetiQ Group plc  
Notice of Annual General Meeting**

11.00am on Thursday, 20 July 2023  
Ashurst LLP, London Fruit & Wool Exchange,  
1 Duval Square, London E1 6PW

**If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, solicitor, accountant or other professional advisor duly authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all your shares in the Company, please send this document, and the accompanying form of proxy, 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.

## AGM

## QinetiQ Group plc Notice of Annual General Meeting

**I am pleased to invite you to attend the 2023 Annual General Meeting (the 'AGM' or 'Meeting') of QinetiQ Group plc (the 'Company') which will be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW at 11.00am (BST) on Thursday 20 July 2023.**

The notice of AGM (the 'Notice') is set out on pages 3 to 15 of this document.

### Participating in the AGM

The AGM is an important event in the corporate calendar and the Board is very pleased that we can invite shareholders to join us in person at this year's AGM. If you are unable to attend, you can submit your questions relating to the business of the AGM in advance of the Meeting by email at [InvestorRelations@qinetiq.com](mailto:InvestorRelations@qinetiq.com). The Board strongly encourages you to exercise your right to vote by completing and returning a Proxy Form or Voting Instruction Form and to appoint the Chair of the Meeting as your proxy to ensure your vote is counted. Full instructions on how to vote, including the appointment of a proxy, are provided on pages 8 to 10.

### Resolutions

The resolutions which shareholders are asked to consider are set out in the Notice. This year shareholders are asked to vote on the Directors' Remuneration Policy (resolution 3), the current policy having come to the end of its three-year term, in addition to the Directors' Remuneration Report (resolution 2).

Also proposed is the Board's recommendation of a final dividend payment of 5.3 pence per share for the year ended 31 March 2023 (resolution 4), reflecting the Group's progressive dividend policy.

Resolutions 5 to 12 relate to the election or re-election of Directors. There have been two changes to the Board since last year's Annual General Meeting. On 1 August 2022 Steve Mogford joined the Board as a Non-executive Director, and on 31 December 2022 Lynn Brubaker stepped down as a Non-executive Director. As previously announced, Michael Harper has decided to retire from the conclusion of the AGM and will therefore not be standing for re-election as Non-executive Director at the AGM. Upon his retirement, it is planned that Steve Mogford will take up the position as Senior Independent Director.

Susan Searle continues to serve on the Board notwithstanding that she has served beyond nine years as a Non-executive Director. Following careful consideration, the Board believes that Susan continues to provide constructive challenge and robust scrutiny of matters that come before the Board and the committees on which she serves. In addition, her ongoing input ensures important continuity while the new Directors' Remuneration Policy, new Annual Bonus Plan and new Long-term Performance Award Plan proposed at this meeting are embedded.

The Board believes that each serving Director brings considerable knowledge, skills and experience to the Board (as described in each of their biographies beginning on page 11), makes an effective and valuable contribution to the Board and continues to demonstrate full commitment to their role. The Board considers all of the independent Non-executive Directors standing for re-election to be independent in accordance with the UK Corporate Governance Code and I was deemed to be independent when appointed Board Chair in 2019.

Resolutions 16 and 17 seek approval for two new share plans: the Annual Bonus Plan and the Long-term Performance Plan. A summary of each of these plans is available in Appendix 2 to this Notice. More information can also be found in the Directors Remuneration Policy on pages 136 to 145 of the Company's Report and Accounts 2023.

As in previous years, resolutions 19 and 20 each seek approval for the disapplication of pre-emption rights of no more than 5% of the issued ordinary share capital of the Company (up to 10% in total). The recent 2022 Pre-emption Group Guidelines provides for companies to seek authority for higher pre-emption limits, up to a total of 20% of issued share capital. We have decided not to seek approval for these increased limits at the 2023 AGM. Further information is set out in the notes to these resolutions.

### Recommendation

The Board considers that each of the resolutions to be proposed at the AGM would promote the success of the company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of them, as they intend to do in respect of their own beneficial holdings. The results of the votes on the resolutions in the Notice will be announced on the London Stock Exchange and published on the Company's website as soon as practicable after the AGM.

### Neil Johnson

#### Group Chair

12 June 2023

Registered Office:

Cody Technology Park, Ively Road, Farnborough, Hampshire, GU14 0LX

Registered in England and Wales: 4586941

## Resolutions

**NOTICE IS HEREBY GIVEN that the Annual General Meeting (the Annual General Meeting or Meeting) of QinetiQ Group plc (the Company) will be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW on Thursday, 20 July 2023 at 11.00am, to consider and, if thought fit, to pass the following 22 resolutions. Resolutions 1 to 18 (inclusive) will be proposed as ordinary resolutions and will be passed if more than 50% of the total votes cast are in favour of each such resolution. Resolutions 19 to 22 (inclusive) will be proposed as special resolutions and will be passed if not less than 75% of the total votes cast are in favour of each such resolution. Voting on all resolutions will be conducted by way of poll rather than a show of hands.**

## Ordinary Resolutions

### Resolution 1 – Report and Accounts

To receive the accounts and the reports of the Directors and the auditor thereon for the financial year ended 31 March 2023.

### Resolution 2 – Remuneration Report

To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the financial year ended 31 March 2023 as set out on pages 130 to 135 and pages 146 to 158 of the Annual Report and Accounts 2023.

### Resolution 3 – Remuneration Policy

To approve the Directors' Remuneration Policy (contained in the Directors' Remuneration report for the year ended 31 March 2023, as set out on pages 136 to 145 of the Annual Report and Accounts 2023).

### Resolution 4 – Declaration of final dividend

To declare a final dividend for the year ended 31 March 2023 of 5.3 pence per ordinary share in the capital of the Company, payable on 24 August 2023 to ordinary shareholders on the register at the close of business on 28 July 2023.

### Resolution 5 – Election of Steve Mogford

To elect Steve Mogford as a Director of the Company.

### Resolution 6 – Re-election of Carol Borg

To re-elect Carol Borg as a Director of the Company.

### Resolution 7 – Re-election of Shonaid Jemmett-Page

To re-elect Shonaid Jemmett-Page as a Director of the Company.

### Resolution 8 – Re-election of Neil Johnson

To re-elect Neil Johnson as a Director of the Company.

### Resolution 9 – Re-election of General Sir Gordon Messenger

To re-elect General Sir Gordon Messenger as a Director of the Company.

### Resolution 10 – Re-election of Lawrence Prior III

To re-elect Lawrence Prior III as a Director of the Company.

### Resolution 11 – Re-election of Susan Searle

To re-elect Susan Searle as a Director of the Company.

### Resolution 12 – Re-election of Steve Wadey

To re-elect Steve Wadey as a Director of the Company.

### Resolution 13 – Re-appointment of Auditor

To re-appoint PricewaterhouseCoopers LLP as auditor of the Company until the conclusion of the Annual General Meeting to be held in 2024.

### Resolution 14 – Authority to determine Auditor's remuneration

To authorise the Audit Committee of the Board to determine the remuneration of the auditor.

### Resolution 15 – Political donations

THAT in accordance with sections 366 and 367 of the Companies Act 2006 (the '2006 Act'), during the period beginning with the date of the passing of this Resolution 15 and ending at the conclusion of the Annual General Meeting to be held in 2024, the Company and all companies which are subsidiaries of the Company at any time during that period be and are hereby generally and unconditionally authorised:

- a) to make political donations to political parties and/or independent election candidates not exceeding £100,000 in total;
- b) to make political donations to political organisations other than political parties not exceeding £100,000 in total; and
- c) to incur political expenditure not exceeding £100,000 in total, provided that:
  - i. in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution 15 shall not exceed £100,000 in total; and
  - ii. the authorised sum referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same.

For the purposes of this Resolution 15, the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given to them by sections 363 to 365 of the 2006 Act.

### Resolution 16 – Approval of the Annual Bonus Plan

THAT:

- a) the rules of the Annual Bonus Plan in the form produced to the Meeting and initialled by the Chair for the purposes of identification only, the principal terms of which are summarised in Appendix 2, be and are hereby approved and the Directors be and are hereby authorised to adopt the Annual Bonus Plan and do all acts and things which they may, in their absolute discretion, consider necessary or expedient to give effect to the Annual Bonus Plan; and
- b) the Directors be and are hereby authorised to adopt further plans or schedules based on the Annual Bonus Plan but, modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans and schedules are treated as counting against any limits on individual or overall participation in the Annual Bonus Plan.

## Resolutions continued

### Resolution 17 – Approval of the Long-term Performance Award

THAT:

- a) the rules of the Long-term Performance Award in the form produced to the Meeting and initialled by the Chair for the purposes of identification only, the principal terms of which are summarised in Appendix 2, be and are hereby approved and the Directors be and are hereby authorised to adopt the Long-term Performance Award and do all acts and things which they may, in their absolute discretion, consider necessary or expedient to give effect to the Long-term Performance Award; and
- b) the Directors be and are hereby authorised to adopt further plans or schedules based on the Long-term Performance Award but, modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans and schedules are treated as counting against any limits on individual or overall participation in the Long-term Performance Award.

### Resolution 18 – Authority to allot new shares

THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of 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 £1,928,997 (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 £3,857,994 (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, at the close of business on 20 October 2024, 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.

## Special Resolutions

### Resolution 19 – Disapplication of pre-emption rights: standard

THAT, subject to the passing of Resolution 18, 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 18 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 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 18 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 18 (or in the case of any sale of treasury shares), the allotment (otherwise than pursuant to subparagraph (a) of this Resolution 19) to any person or persons of equity securities up to an aggregate nominal amount of £289,378.

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.

### Resolution 20 – Disapplication of pre-emption rights: acquisitions

THAT, subject to the passing of Resolutions 18 and 19 and in addition to the power given by Resolution 19, 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 18 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 20 October 2024), 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.

#### **Resolution 21 – Authority to purchase own shares**

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of 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 penny each of the Company on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that: a) the maximum number of ordinary shares hereby authorised to be acquired is 57,875,712; b) the minimum price which may be paid for any such share is 1 penny (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 21 will be carried out; d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2024, or on 20 October 2023, whichever is the earlier, unless previously renewed, varied or revoked by the Company in a 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.

#### **Resolution 22 – Notice period for Extraordinary General Meetings**

THAT a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By Order of the Board



**James Field**  
**Company Secretary**

12 June 2023

Registered Office:

Cody Technology Park, Ively Road, Farnborough, Hampshire, GU14 0LX

Registered in England and Wales No. 4586941

#### **Voting by Proxy**

A Proxy Form is enclosed with this Notice, and instructions for its completion and return by post are shown on the form. Alternatively, you can appoint a proxy online at [www.sharevote.co.uk](http://www.sharevote.co.uk). Further details regarding the appointment of proxies and rights of shareholders to attend and vote at the Annual General Meeting are set out in the 'Important notes for shareholders' section which begins on page 8 (and which forms part) of this Notice.

## Explanatory notes

### Resolution 1 – Report and Accounts

The Directors are required by law to present to the Meeting the accounts and the reports of the Directors and auditor for the year ended 31 March 2023.

### Resolution 2 – Directors' Remuneration Report

The Annual Report on remuneration, which includes a statement from Susan Searle, Chair of the Remuneration Committee, is set out on pages 130 to 135 and pages 146 to 158 of the Company's Report and Accounts 2023. The Directors' Remuneration Report sets out payments and awards made to the Directors and details the link between Company performance and remuneration during the financial year under review, together with details of how the remuneration policy will be implemented in the next financial year. The vote on the Directors' Remuneration Report, under Resolution 2, is advisory in nature and the entitlement of any individual Director to remuneration is not conditional upon it. This Resolution is presented for approval by shareholders annually, as required by the 2006 Act.

### Resolution 3 – Directors' Remuneration Policy

The Act requires quoted companies to present to their shareholders a Directors' Remuneration Policy for approval at least every three years. The Directors' Remuneration Policy was last approved by shareholders at the 2020 Annual General Meeting. The proposed Directors' Remuneration Policy appears on pages 136 to 145 of the Directors' Remuneration Report for the year ended 31 March 2023. This vote is a binding vote and, subject to limited exceptions, no remuneration payment or loss of office payment may be made to a prospective, current or former director unless consistent with the approved remuneration. If approved by shareholders, the Directors' Remuneration Policy will take effect immediately after the end of the AGM.

### Resolution 4 – Declaration of a final dividend

Final dividends must be approved by shareholders but must not exceed the amount recommended by the Directors. If the Meeting approves Resolution 4, a final dividend in respect of the financial year ended 31 March 2023 of 5.3 pence will be paid on 24 August 2023 to the ordinary shareholders on the register of members at the close of business on 28 July 2023 in respect of each ordinary share.

### Resolutions 5 to 12 – Election and re-election of Directors

In accordance with the 2018 UK Corporate Governance Code, all Directors currently in office will retire and those wishing to serve again over the coming year will seek election or re-election at the Annual General Meeting.

The Board, on the recommendation of the Nominations Committee, supports the election of Steve Mogford who has been appointed to the Board since the last Annual General Meeting and so has not been subject to a vote by shareholders. The Board believes that Steve's former and current experience from previous roles as an Executive and Non-executive Director, across a breadth of sectors, including defence, security and aerospace, brings relevant knowledge and challenge to the Board. This makes Steve an excellent candidate to take over as Senior Independent Director at the conclusion of the 2023 Annual General Meeting.

The Group Chair confirms that, following a formal performance evaluation, all Non-executive Directors continue to be effective, and demonstrate continued significant commitment to their roles. The Board believes that the considerable and wide-ranging experience of the Directors seeking election or re-election is invaluable and their contribution continues to be an important part of the Company's long-term sustainable success. The skills, contribution and experience

of the Directors are set out in Appendix 1 of this Notice. Each of the Executive Directors has been evaluated by the Board, a process which has confirmed their commitment and effective performance.

### Resolutions 13 and 14 – Re-appointment of auditor and determining their remuneration

The Company is required to appoint an auditor at each general meeting at which accounts are laid, to hold office until the end of next such meeting. Resolution 13, which is recommended by the Audit Committee, proposes the re-appointment of PricewaterhouseCoopers LLP as auditor of the Company and Resolution 14 follows best practice in giving authority to the Audit Committee to determine their remuneration.

### Resolution 15 – Political donations

Resolution 15 is designed to deal with rules on political donations and expenditure contained in Part 14 of the 2006 Act (sections 362 to 379). Part 14 of the Act prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to: (i) political parties, (ii) other political organisations and (iii) independent election candidates, and from incurring political expenditure without first obtaining shareholder approval. It is the Company's policy not to make donations or other contributions to political parties. There is no intention to change that policy. What constitutes a 'political donation', a 'political party', a 'political organisation' or 'political expenditure' under the 2006 Act is not clear, as the legislation is capable of wide interpretation and may have the effect of covering a number of normal business activities that would not be thought to be political donations in the usual sense. To avoid any possibility of inadvertently contravening the 2006 Act, the Board considers that it would be prudent to follow the procedure specified in the 2006 Act to obtain shareholder approval for the Company and its subsidiaries to make political donations or incur political expenditure in the forthcoming year until the conclusion of the Annual General Meeting of the Company in 2024 (up to a total amount of £100,000 either individually or in aggregate). This authority will not be used to make any political donations as that expression would normally be understood.

### Resolution 16 - Approval of the Annual Bonus Plan

Shareholders are being asked to approve the introduction of the Annual Bonus Plan. Subject to shareholder approval, the Annual Bonus Plan will replace the current Bonus Banking Plan. Further details can be found in Appendix 2 to this Notice. The rules of the Annual Bonus Plan will be available for inspection at the place of the general meeting for at least 15 minutes before and during the meeting and on the National Storage Mechanism from the date of this Notice.

If passed, resolution 16 will also enable the Company to add plans or schedules to the Annual Bonus Plan to enable the grant of awards to employees in overseas territories, taking account of local tax, exchange control and securities law issues. Any shares made available under such plans or schedules will be treated as counting towards any limits on individual or overall participation in the Annual Bonus Plan.

### Resolution 17 - Approval of the Long-term Performance Award

Shareholders are being asked to approve the introduction of the Long-term Performance Award. Subject to shareholder approval, the Long-term Performance Award will replace the current Deferred Share Plan. Further details can be found in Appendix 2 to this Notice. The rules of the Long-term Performance Award will be available for inspection at the place of the general meeting for at least 15 minutes before and during the meeting and on the National Storage Mechanism from the date of this Notice.

If passed, resolution 17 will also enable the Company to add plans or schedules to the Long-term Performance Award to enable the grant of awards to employees in overseas territories, taking account of local tax, exchange control and securities law issues. Any shares made available under such plans or schedules will be treated as counting towards any limits on individual or overall participation in the Long-term Performance Award.

### **Resolution 18 – Authority to allot new shares**

Resolution 18 deals with the Directors' authority to allot shares.

The Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. The authority granted at the last Annual General Meeting is due to expire at this year's Annual General Meeting. Accordingly, Resolution 18 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares.

Paragraph (a) of Resolution 18 will allow the Directors to allot shares in the capital of the Company up to a maximum nominal amount of £1,928,997, representing approximately one third (33.33 per cent) of the Company's issued ordinary share capital (excluding treasury shares) as at 26 May 2023 (the latest practicable date prior to publication of this Notice). In accordance with the latest institutional guidelines issued by the Investment Association, paragraph (b) of Resolution 18 will also allow Directors to allot, including the ordinary shares referred to in paragraph (a) of Resolution 18, ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of £3,857,994 (as reduced by allotments under paragraph (a) of Resolution 18), representing (before any reduction) approximately two thirds (66.66 per cent) of the Company's existing issued share capital (exclusive of treasury shares) calculated as at 26 May 2023 (being the latest practicable date prior to publication of this Notice). The power will last until the conclusion of the next Annual General Meeting in 2024 or, if earlier, 20 October 2024.

The Directors have no present intention of exercising this authority. The Directors are aware of the latest Investment Association (IA) Share Capital Management Guidelines published in February 2023, which update the previous guidelines to incorporate all fully pre-emptive offers, not just fully pre-emptive rights issues. However, the Directors have decided that they will continue to limit paragraph (b) of the allotment authority to rights issues in line with past practice but will keep emerging market practice under review.

### **Resolution 19 – Disapplication of pre-emption rights: standard**

Resolution 19 will give the Directors authority to allot equity securities or sell treasury shares, pursuant to the authority granted under Resolution 18 above, for cash, and otherwise than to existing shareholders pro rata to their holdings, in certain circumstances. Apart from offers or invitations in proportion to the respective number of shares held, the authority will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £289,378 (being just under 5 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 26 May 2023, the latest practicable date prior to publication of this Notice). If given, this power will expire on 20 October 2024 or at the conclusion of the Annual General Meeting in 2024, whichever is the earlier. The Directors have no present intention of exercising this authority.

The Directors are aware of the Pre-Emption Group's most recent Statement of Principles on Disapplying Pre-emption Rights published in November 2022. However, at this time, the Directors consider it appropriate to retain the previous limits of 5% of the issued ordinary share capital of the Company in resolutions 19 and 20 and have not adopted the increased limits. The Directors will keep emerging market practice under review.

### **Resolution 20 – Disapplication of pre-emption rights: acquisitions**

The Directors are seeking again this year a further power from shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings, to reflect the Statement of Principles. Accordingly, Resolution 20 will be proposed as a special resolution to grant such a power. The power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £289,378 (being 5 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 26 May 2023, the latest practicable date prior to publication of this Notice). This is in addition to the 5 per cent referred to in Resolution 18. If given, this power will expire on 20 October 2024 or at the conclusion of the Annual General Meeting in 2024, whichever is the earlier. Your Directors will have due regard to the Statement of Principles in relation to any exercise of this power and in particular they confirm that they intend to use this power only in connection with a transaction which they have determined to be an acquisition or other capital investment (of a kind contemplated by the Statement of Principles most recently published prior to the date of this Notice) which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

The Directors have no present intention of exercising this authority.

### **Resolution 21 – Authority to purchase own shares**

Resolution 21 gives the Company the authority to purchase its own ordinary shares in the market (as permitted by the 2006 Act) up to a maximum of 57,875,712 ordinary shares until the conclusion of the Annual General Meeting to be held in 2024. This represents approximately 10 per cent of the ordinary shares in issue (excluding treasury shares) as at 26 May 2023 (the latest practicable date prior to publication of this Notice) and the Company's exercise of this authority is subject to the maximum and minimum prices specified in Resolution 21.

The Directors have no intention at the present time of exercising this authority. The authority will be exercised only if the Directors believe that it will be in the best interests of the Company to purchase ordinary shares to satisfy awards or the exercise of options under employee share schemes or if the Directors otherwise believe that this will improve earnings per share. The current expectation is that any shares purchased under this authority would either be used to satisfy awards or the exercise of options under employee share schemes or would be held as treasury shares, but the Company would retain the flexibility to cancel any such shares or sell them for cash if it considers this to be in its best interests.

As at 26 May 2023 (the latest practicable date prior to publication of this Notice), there were options outstanding over 6,262,457 ordinary shares, which, if exercised, would represent approximately 1.1 per cent of the Company's issued share capital (excluding treasury shares). If this authority were exercised in full and the purchased shares were cancelled, then these options would represent approximately 1.2 per cent of the Company's then issued share capital (excluding treasury shares). There are no warrants outstanding.

## Important notes for shareholders

### Resolution 22 – Notice period for General Meetings

Resolution 22 is a resolution to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice.

Previously the minimum notice period permitted by the 2006 Act for general meetings (other than annual general meetings) was 14 days. One of the amendments that the Companies (Shareholders' Rights) Regulations 2009 made to the 2006 Act was to increase the minimum notice period for listed company general meetings to 21 clear days, but with an ability for companies to reduce this period back to 14 clear days (other than for annual general meetings) provided that: (i) the Company offers facilities for shareholders to vote by electronic means; and (ii) there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 clear days to 14 clear days.

The Board is therefore proposing Resolution 21 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than annual general meetings. The approval will be effective until the Company's next Annual General Meeting, when it is intended that the approval be renewed. The Company will use this notice period when permitted to do so in accordance with the 2006 Act and when the Directors consider that it is appropriate to do so.

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

#### 1. Entitlement to attend and vote

The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the 2006 Act, specifies that only those shareholders on the register of members as at 6.30pm on Tuesday, 18 July 2023 are entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time or, if the Meeting is adjourned, as at 6.30pm on the date which is two days prior to the adjourned Meeting (as the case may be). In each case, changes to the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting.

#### 2. Appointment of proxies

- 2a) A shareholder entitled to vote at the Meeting may appoint another person(s) (who need not be a shareholder of the Company) to exercise all or any of their rights to attend, speak and vote at the Meeting. A shareholder can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by them.
- 2b) A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Your proxy will vote as you instruct and must attend the Meeting for your vote to be counted. As referred to above, details of how to appoint the Group Chair as your proxy using the proxy form are set out in the notes to the proxy form.
- 2c) You may register your proxy appointment and voting directions electronically by visiting the [www.sharevote.co.uk](http://www.sharevote.co.uk) website, where full details of the procedure are given. If you return more than one proxy appointment, either by paper or electronic communication, that received last by the registrar before the latest time for receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
- 2d) In order to be valid, an appointment of a proxy must be returned (together with the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated) by one of the following methods:
  - (a) deposited with the Company's registrar, by either mailing it to them at the address shown on the proxy form or via [www.sharevote.co.uk](http://www.sharevote.co.uk); or
  - (b) in the case of CREST members, lodged using the CREST proxy voting service – see note 5 below, and in each case must be received not later than 11.00am on Tuesday, 18 July 2023 or 48 hours (excluding nonworking days) before the time for holding any adjourned Meeting (or in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll).



### 3. Appointment of corporate representatives

Any corporation which is a member of the Company may appoint one or more corporate representatives. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

### 4. Rights of Nominated Persons

The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to any person who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a 'Nominated Person'). The right to appoint proxies can only be exercised by shareholders of the Company and not by a Nominated Person. However, a Nominated Person may, under an agreement between the Nominated Person and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

### 5. Appointment of proxies using the CREST system

- 5a) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Thursday, 20 July 2023 and any adjournment(s) thereof by using the procedures described in the CREST Manual, subject to the provisions of the Company's Articles of Association. The CREST Manual is available at [www.euroclear.com](http://www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 5b) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions.

- 5c) It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.
- 5d) All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be received by Equiniti (ID RA19) no later than 11.00am on Tuesday, 18 July 2023, or 48 hours (excluding non-working days) before the time for holding any adjourned Meeting (or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll).
- 5e) If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrars. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged via the Proxymity platform by 11.00am on Tuesday, 18 July 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by these terms and conditions and they will govern the electronic appointment of your proxy.

### 6. Voting at the Annual General Meeting

Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the Meeting, the results of the voting at the Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and also placed on the Company's website, [www.QinetiQ.com](http://www.QinetiQ.com).

### 7. Right to ask questions

Any member has the right to ask questions at the Meeting in accordance with section 319A of the 2006 Act. The Company must cause to be answered any such question relating to the business to be dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

**Important notes for shareholders continued****8. Publication of statements relating to the audit**

Members satisfying the thresholds in section 527 of the 2006 Act can require the Company to publish a statement on its website setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the Meeting. The Company cannot require a member requesting the publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Any statement placed on the website, under section 527 of the 2006 Act, must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish, under section 527 of the 2006 Act, on its website.

**9. Documents available for inspection**

The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the close of the Meeting and may also be inspected at Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW for at least 15 minutes before and during the Meeting:

- a) copies of the Executive Directors' service contracts with the Company;
- b) copies of the Non-executive Directors' letters of appointment;
- c) a copy of the Company's current Articles of Association;
- d) a copy of the rules of the Annual Bonus Plan;
- e) a copy of the rules of the Long-term Performance Award; and
- f) minutes of the last Annual General Meeting.

**10. Issued shares and total voting rights**

As at 26 May 2023 (being the latest practicable business day prior to the publication of this Notice), the Company's issued ordinary share capital consisted of 578,757,121 ordinary shares which carry one vote each. There are no shares held in treasury. The total voting rights in the Company are therefore 578,757,121 as at that date. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. On a vote by show of hands, every ordinary shareholder who is present has one shareholder entitled to vote, has one vote. On a vote by poll, every ordinary shareholder who is present, in person or by proxy, has one vote for every ordinary share of which they are the holder.

**11. Information available on the Company's website**

The contents of this Notice of AGM, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Annual General Meeting, details of the totals of the voting rights that members are entitled to exercise at the Annual General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website [www.QinetiQ.com](http://www.QinetiQ.com).

**12. Use of electronic addresses**

You may not use any electronic address (within the meaning of section 333(4) of the 2006 Act) provided in this Notice of Meeting (or any related document) to communicate with the Company for any purpose other than those expressly stated.

**13. You could help QinetiQ help the environment**

You can do this by electing to receive future Company communications by email rather than in paper form. Logon to Shareview and register your preference. By making this election you are helping us reduce print, paper and postage costs and the associated environmental impact. You will be able to view the Report and Accounts the day they are published. You will also be able to access your individual shareholding quickly.

**14. Items not permitted in the meeting**

Certain items may not be permitted in the Annual General Meeting. These include bags, cameras, recording equipment, items of any nature with potential to cause disorder and such other items as the Chair or designated officers of the Meeting may specify.

**15. Protection from fraud**

Protecting your shareholding is important to us. Please read the tips below to help safeguard your shareholding.

- Keep all your certificates safe, or hold your shares electronically in CREST via a nominee.
- Any correspondence received from the registrar which shows your shareholder reference number should be kept in a safe place, or destroyed by shredding – never just put in the bin.
- If you receive a letter from the registrar regarding a change of address and you have not recently moved, contact the registrar immediately as you may be a victim of identity theft.
- Elect to have your dividends paid direct into your bank.
- When buying or selling shares, only deal with brokers in your vote and every proxy present, who has been duly appointed by a country of residence or the UK.

## Appendix 1

## Directors' Biographies



**Neil Johnson**  
Group Chair

Appointed: April 2019

**Skills, competence and experience:**

Neil's former CEO experience and current roles as a plc Group Chair and Non-executive Director bring to the Board relevant knowledge, challenge and leadership.

Starting his career at Sandhurst and the Army, Neil spent much of his early career in the automotive and engineering industries. He was worldwide Sales and Marketing Director at Jaguar before being seconded to the UK Ministry of Defence to command 4th Battalion The Royal Green Jackets. He returned to the industry with British Aerospace, initially running Land Rover and then all of its European automotive operations. Neil was later CEO of the RAC, and former Director General of the EEF and a Home Office appointed Independent Member of the Metropolitan Police Authority. He was previously Chair of Motability Operations and Centaur Media plc and Hostmore Group plc.

**Other appointments:**

Chair of Unbound Group plc, and Deputy Chair and Senior Independent Non-executive Director of the Business Growth Fund.



**Carol Borg**  
Chief Financial Officer

Appointed: October 2021

**Skills, competence and experience:**

Carol has a wealth of global financial expertise and ESG leadership to bring to the role. Leading key interventions in working capital management, new market entry and establishment, risk management, insurance and business continuity, finance process maturation and shared service centre implementation, she has a deep international knowledge of operational execution, performance management, financial reporting, risk management, strategy and governance; all of which makes her a true strategic finance and commercial business partner.

Carol has held various senior roles in international businesses, most recently in a founder-led renewable business as the Chief Financial Officer of Lightsource BP, a global solar developer. Prior to that she held various positions at Vestas, a global wind turbine manufacturer, the most recent being the Regional Chief Financial Officer of Vestas' Southern Europe, Middle East and North Africa (MENA) and Latin America operations (spanning manufacturing, sales, construction and after-sales service).

**Other appointments:**

N/A



**Steve Wadey**  
Chief Executive Officer

Appointed: April 2015

**Skills, competence and experience:**

Steve's proven track record of driving growth and his in-depth experience of defence and technology industries are of essential importance and benefit to the Board.

Steve is a Fellow of the Institution of Engineering and Technology, the Royal Aeronautical Society, and the Royal Academy of Engineering. He was previously a member of the Prime Minister's Business Advisory Group, Co-Chair of the National Defence Industries Council Research and Development Group, and a Non-executive Director of the UK MOD Research and Development Board. He has held various roles with MBDA, including as Managing Director, MBDA UK. Previously he held various roles with Matra BAe Dynamics and British Aerospace. He was also Chair of the Defence Industry Liaison Board of the UK Department for International Trade, Defence and Security Exports.

**Other appointments:**

Co-Chair of UK Defence Growth Partnership and Climate Change and Sustainability steering group with UK MOD.



**Steve Mogford**  
Independent  
Non-executive Director

Appointed: August 2022

**Skills, competence and experience:**

Steve has vast experience in both executive and Non-executive roles across a range of sectors. In particular, his long and comprehensive international defence and security sector experience equip him to further develop the skill sets of our Board while supporting our global development ambitions. Steve has a first-class honours degree in astrophysics, maths and physics from London University.

Formerly the Chief Executive Officer of United Utilities Group PLC, Steve started his career at British Aerospace at its North West based military aircraft business. During his long career with the Company he held a number of senior positions before being appointed Chief Operating Officer and a member of the BAE Systems plc Board. He then joined Finmeccanica, Italy's principal defence and security company as Chief Executive of SELEX Galileo. He also served on the Board of G4S plc as Senior Independent Director up to its acquisition in 2021.

**Other appointments:**

N/A

## Appendix 1 continued



**Shonaid Jemmett-Page**  
Independent  
Non-executive Director

Appointed: May 2020

**Skills, competence and experience:**

Shonaid has widespread experience as an executive and Non-executive director spanning a variety of sectors, including industrial and technology-based businesses with international operations. This, combined with her extensive financial experience, are invaluable in her role as Chair of the Audit Committee. Shonaid is a Fellow of the ICAEW.

Previously she was the Chief Operating Officer of CDC Group plc, the UK Government's development finance institution, having joined from Unilever, where she was Senior Vice-President Finance and Information, Home and Personal Care, originally in Asia and later for the Group as a whole. Her early career was spent at KPMG, latterly as a partner. Her Board level experience includes Non-executive Chair of Greencoat Wind plc, MSAmIn plc, and Non-executive Director at GKN plc.

**Other appointments:**

Non-executive Chair of Cordiant Digital Infrastructure Limited, Senior Independent Director of ClearBank Limited and Non-executive Director of Aviva plc.



**General Sir  
Gordon Messenger**  
Independent  
Non-executive Director

Appointed: October 2020

**Skills, competence and experience:**

Gordon brings considerable experience from the armed forces having served for 37 years as a Royal Marine. Throughout his military career he served in key appointments in various UK and NATO Headquarters, overseeing the planning and execution of UK and coalition military and humanitarian relief operations worldwide. He most recently served as Vice Chief of the Defence Staff, a position he held for three years until his retirement in 2019.

Gordon's unique experience enables him to provide invaluable insight in his role as the Chair of the Risk & Security Committee.

**Other appointments:**

UK Member of the International Defence Reform Advisory Board for Ukraine, Board member of the UK Health Security Agency, a member of the Advisory Board of C3.ai Inc. and His Majesty's Constable of the Tower of London.



**Lawrence  
(Larry) Prior III**  
Independent  
Non-executive Director

Appointed: August 2021

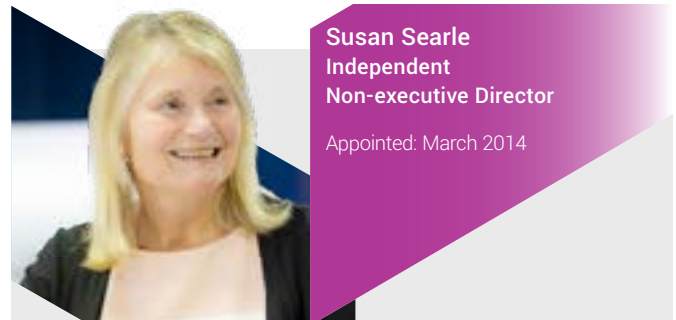
**Skills, competence and experience:**

Larry is an experienced executive and Non-executive from sectors including aerospace, defence and government services, IT, and cyber and security. This, combined with his global and US focus, make him ideal to support QinetiQ's progress in becoming an integrated global defence and security company.

Larry is currently an Operating Executive for the Carlyle Group. His most recent executive experience was as President and Chief Executive Officer of CSRA, which was acquired by General Dynamics in 2018. Previously, he was Executive Vice President and General Manager of CSC's North American Public Sector (NPS) business, providing next-generation technology solutions and mission services to the US Department of Defense, Intelligence Community and FedCiv sectors. Larry started his career as an Intelligence Officer in the U.S. Marine Corp.

**Other appointments:**

Operating Executive for the Carlyle Group and Non-executive Director and Chair of KLDDiscovery Inc and Two Six Technologies; Non-executive Director of CNSI; and independent Director of Shift5.



**Susan Searle**  
Independent  
Non-executive Director

Appointed: March 2014

**Skills, competence and experience:**

Susan brings to the Board essential experience of investing in growing technology businesses, acquisitions and exploitation of new technologies. Her extensive experience as a plc Remuneration Committee Chair enables her to efficiently and valuably chair the QinetiQ Remuneration Committee.

Susan was a founder of Touchstone Innovations plc, and formerly its CEO. She has served on a variety of private company boards in engineering, healthcare and advanced materials, and held a variety of commercial and business development roles with Shell Chemicals, the Bank of Nova Scotia, Montech (Australia), and Signet Group plc. Previously she was the Senior Independent Director and Remuneration Committee Chair of Horizon Discovery Group plc, and Chair of Mercia Asset Management plc and Schroder UK Public Private Trust plc.

**Other appointments:**

Senior Independent Non-executive Director and Chair of the Remuneration Committee of Benchmark Holdings plc, Non-executive Director of Gooch & Housego PLC and Chair of Greenback Recycling Technologies Ltd.

## Appendix 2

# Summary of the principal terms of the QinetiQ Group plc Annual Bonus Plan ("ABP")

### Operation

The remuneration committee of the board of directors of the Company ("Committee") will supervise the operation of the ABP.

### Eligibility

Any employee or executive director of the Company and its subsidiaries will be eligible to participate in the ABP at the discretion of the Committee. Any award shall be made in accordance with the Company's Directors' Remuneration Policy as approved by shareholders and in effect at the time of the award.

### Grant of awards

Awards may only be granted within the 42 days following the adoption of the ABP, within the 42 days after the publication of the Company's results for any period, or at any other time when the Committee considers that circumstances are sufficiently exceptional to justify its grant. An award may not be granted after the 10th anniversary of the adoption of the ABP.

The vesting of awards will be subject to the satisfaction of certain performance conditions. At the end of a one year performance period, 70% of a vested award will be payable in cash ("**Bonus**"). The remaining 30% of the vested award will be deferred into QinetiQ shares for a period of two years ("**Bonus Shares**").

### Individual limits

Awards to executive directors are subject to the individual maxima set out in the Directors' Remuneration Policy in operation for the relevant year (capped at 200 per cent of salary in the proposed new Policy).

### Performance conditions

The vesting of an award will be subject to the satisfaction of performance conditions set by the Committee on or immediately prior to grant.

It is currently intended that the performance conditions applying to awards granted under the ABP shall be both financial and non-financial. The financial metrics for the financial year to 31 March 2024 are: orders (20% weighting), operating profit (30% weighting), and operating cash flow (20% weighting). The non-financial metrics for the financial year to 31 March 2024 carry a collective 30% weighting and include priorities such as implementing new safety programmes, roadmap to net zero, transforming the culture and engagement levels within the business. Metrics and weightings for each subsequent financial year will be set on an annual basis, subject to approval by the Committee.

If events happen which cause the Committee, acting fairly and reasonably, to consider that the original performance conditions are no longer appropriate, the Committee may amend, relax or waive such performance conditions in alignment with the Company's business strategy and priorities at that time. Any varied or amended condition must not be materially less challenging than the original condition, in the reasonable opinion of the Committee. The Committee may also make downward or upward adjustments to the vesting of an award if the Committee, acting fairly and reasonably, believes that the outcome of the vesting of an award is not a fair and accurate reflection of business performance.

### Dividend equivalent

The Committee may decide that a participant is entitled to receive an amount equivalent (in cash or shares) to the value of dividends which would have been paid in respect of Bonus Shares during the period from vesting of the original award to the end of the Bonus Shares holding period.

### Termination of employment

If a participant's employment ceases before an award has vested and they are a "good leaver", their award will vest on the normal vesting date, unless the Committee determines in exceptional circumstances that the award should vest earlier. Unless the Committee determines otherwise, the maximum payment which a participant may receive will be determined on a pro-rated basis by reference to the time elapsed from the date of the award to the date employment ceases as a proportion of the applicable performance period and will be subject to the satisfaction of any applicable performance conditions.

A participant will be treated as a good leaver if they cease to be an employee or executive director by reason of injury, ill-health, disability, redundancy, retirement (with the agreement of their employer), death, as a result of the company or business by which he is employed being transferred or sold outside the group, or for any other reason (if the Committee so decides).

Termination of employment for any other reason will cause all unvested awards to lapse, and no Bonus or Bonus Shares will be awarded for the financial year in which the employment terminated.

### Corporate events

The vesting of an award on a change of control, voluntary winding up or a demerger will usually be determined on a pro-rated basis and take into account the extent to which any performance conditions have been met, subject to the discretion of the Committee to permit a greater percentage of an award to vest.

Deferred Shares that have not reached the end of the two-year vesting period will automatically be treated as fully vested in the participant on a change of control, voluntary winding up or a demerger.

If there is an internal reorganisation, awards will not vest but will be exchanged for awards over shares in the new parent company.

### Satisfying awards

On or as soon as reasonably practicable after the end of the performance period, the Committee shall calculate the Bonus amount and pay it to the Participant via payroll.

Bonus Shares may be satisfied by the issue of new ordinary shares, the transfer of existing ordinary shares or the transfer of treasury shares. The Committee also has discretion to settle Bonus Shares in cash.

### Malus and clawback

The Committee may decide before the end of the three year period after the vesting of an award that a participant must repay either all or part of the value of their award in the following circumstances:

- (i) the discovery of a material misstatement resulting in an adjustment in the audited accounts of the group or any member of the group;
- (ii) the assessment that any performance condition or condition in respect of a payment or award under the ABP was based on error, or inaccurate or misleading information;

**Appendix 2 continued**

- (iii) the discovery that any information used to determine the amount of the award was based on error, or inaccurate or misleading information,
- (iv) action or conduct of a participant which amounts to fraud or gross misconduct; or
- (v) events or the behaviour of a participant have led to the censure of a member of the group by a regulatory authority or have had a significant detrimental impact on the reputation of any member of the group provided the Committee is satisfied that the participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to the participant.

In the above circumstances, the Committee may reduce any amount of a future bonus, the number of ordinary shares subject to any award under any deferred bonus plan or share plan operated by the group, or require the participant to repay the relevant amount to the Company.

## Summary of the principal terms of the QinetiQ Group plc Long-term Performance Award ("LPA")

### Operation

The remuneration committee of the board of directors of the Company ("**Committee**") will supervise the operation of the LPA.

### Eligibility

Any employee or executive director of the Company and its subsidiaries will be eligible to participate in the LPA at the discretion of the Committee. Any award shall be made in accordance with the Company's Directors' Remuneration Policy as approved by shareholders and in effect at the time of the award.

### Grant of awards

Awards may only be granted within the 42 days following the adoption of the LPA, within the 42 days after the publication of the Company's results for any period, or at any other time when the Committee considers that circumstances are sufficiently exceptional to justify its grant. An award may not be granted after the 10th anniversary of the adoption of the LPA.

### Vesting/exercise of awards

The Committee has discretion at the date of grant to determine the vesting provisions for an award. Awards will normally vest on the third anniversary of the date of grant to the extent that any performance conditions or other conditions, determined by the Committee at the date of grant, have been satisfied.

### Individual limits

The total market value of ordinary shares that may be awarded to any eligible employee (including executive directors) under the LPA in respect of a relevant financial year of the Company shall not exceed 250 per cent. of their salary for the relevant financial year.

### Holding period

Any ordinary shares acquired under an award (less any ordinary shares sold to pay any tax liability due and arising on the acquisition of the ordinary shares) may be held by, or on behalf of the participant until the expiry of a holding period. The holding period shall expire on the second anniversary of vesting of an award.

### Performance conditions

The vesting of awards under the LPA may be subject to performance conditions set by the Committee on or immediately prior to grant.

It is currently intended that the performance conditions applying to awards granted under the LPA for the financial year to 31 March 2024 are: earnings (35% weighting), returns (35% weighting) and revenue growth (30% weighting). No more than 20% of each element of the award will vest at threshold levels of performance. Metrics and weightings for each subsequent financial year will be set on an annual basis, subject to approval by the Committee.

If events happen which cause the Committee, acting fairly and reasonably, to consider that the original performance conditions are no longer appropriate, the Committee may amend, relax or waive such performance conditions in alignment with the Company's business strategy and priorities at that time. Any varied or amended condition must not be materially less challenging than the original condition, in the reasonable opinion of the Committee. The Committee may also make downward or upward adjustments to the vesting of an award if the Committee, acting fairly and reasonably, believes that the outcome of the vesting of an award is not a fair and accurate reflection of business performance.

### Dividend equivalent

The Committee may decide that a participant is entitled to receive an amount (in cash or shares) equivalent to the value of dividends which would have been paid in respect of ordinary shares during the period from vesting of the original award to the end of the holding period.

### Termination of employment

If a participant's employment ceases before the award has vested and they are a "good leaver", their award will vest on the normal vesting date, unless the Committee determines in exceptional circumstances that the award should vest earlier. Unless the Committee determines otherwise, the maximum payment which a participant may receive will usually be determined on a pro-rated basis by reference to the time elapsed from the date of the award to the date employment ceases as a proportion of the applicable performance period and vesting will be subject to the satisfaction of any applicable performance conditions. Unless the Committee determines otherwise in exceptional circumstances, both vested and unvested awards will remain subject to the holding period.

A participant will be treated as a good leaver if they cease to be an employee or executive director by reason of injury, ill-health, disability, redundancy, retirement (with the agreement of their employer), death, as a result of the company or business by which he is employed being transferred or sold outside the group, or for any other reason (if the Committee so decides).

Termination of employment for any other reason will cause all unvested awards to lapse, and no award will normally be made in the final year of employment.

### Corporate events

The vesting of an award on a change of control, voluntary winding up or a demerger will usually be determined taking into account the extent to which any performance conditions have been met and pro-rated for time, subject to the discretion of the Committee to dis-apply time pro-rating.

If there is an internal reorganisation, awards will not vest but will be exchanged for awards over shares in the new parent company.

### Satisfying awards

Awards may be satisfied by the issue of new ordinary shares, the transfer of existing ordinary shares or the transfer of treasury shares.

### Malus and clawback

The Committee may decide before the end of the three year period after the vesting of an award that a participant must repay either all or part of the value of an award in the following circumstances:

- (i) the discovery of a material misstatement resulting in an adjustment in the audited accounts of the group or any member of the group;
- (ii) the assessment that any performance condition or condition in respect of a payment or award under the LPA was based on error, or inaccurate or misleading information;
- (iii) the discovery that any information used to determine the amount of the award was based on error, or inaccurate or misleading information;
- (iv) action or conduct of a participant which amounts to fraud or gross misconduct; or
- (v) events or the behaviour of a participant have led to the censure of a member of the group by a regulatory authority or have had significant detrimental impact on the reputation of any member of the group provided the Committee is satisfied that the participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to the participant.

In the above circumstances, the Committee may reduce any amount of a future bonus, the number of ordinary shares subject to any award under any deferred bonus plan or share plan operated by the group, or require the participant to repay the relevant amount to the Company.

## Terms common to both APB AND LPA

### Overall limits

In any 10 calendar year period, the Company may not issue (or grant rights to issue):

- (i) more than 5 per cent. of its issued share capital under discretionary share plans; and
- (ii) more than 10 per cent. of its issued share capital under all of its employee share plans.

Treasury shares will be treated as new issue shares for this purpose unless and until relevant institutional investor guidance changes.

### Pension, voting and other rights

Benefits obtained under the ABP and LPA shall not be pensionable. Awards are not assignable or transferable.

Until awards vest and the vested shares are issued or transferred to them, participants have no voting or other rights in respect of the ordinary shares subject to their awards.

Ordinary shares issued or transferred pursuant to the ABP and LPA shall rank equally in all respects with the ordinary shares already in issue except for any rights attaching to such ordinary shares made by reference to a record date falling prior to the date of the allotment.

### Administration and amendment

The Committee may amend the ABP and LPA provided that shareholder approval is obtained for any amendment to the ABP and LPA relating to (i) eligibility, (ii) the individual limits on participation, (iii) the overall limits on the issue of ordinary shares or the transfer of treasury shares, (iv) the basis for determining participants' entitlement to, and the terms of ordinary shares or cash provided under the ABP and LPA, (v) the adjustments that may be made in the event of a variation of capital, and (vi) the terms of rule 12.2 of the ABP and the terms of rule 12.2 of the LPA without shareholder approval.

The requirement to obtain shareholder approval does not apply to (i) minor amendments made to benefit the administration of the ABP and LPA, take account of changes in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any member of the Company's group of companies, and (ii) any alteration relating to performance conditions.

No alternation to the material disadvantage of participants shall be made, except with the prior approval of a majority of any affected participants.

### Termination

The ABP or LPA may be terminated at any time by resolution of the Committee and shall in any event terminate on the tenth anniversary of the date on which the ABP or LPA is approved by shareholders of the Company. Termination will not affect the outstanding rights of participants.

### Variation of capital

If there is a variation of capital, or a demerger or special dividend, or other similar event which affects the market price of the ordinary shares to a material extent, the number of ordinary shares comprised in an award and/or the applicable exercise price may be adjusted as the Committee considers appropriate.

**QinetiQ Group plc**

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