In accordance with Section 707 of the Companies Act 2006

SH03

Return of purchase of own shares



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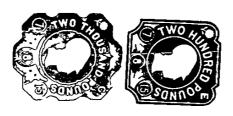
| • | • | What this form You may use this of a purchase by of its own shares | form to give not a limited compar | | You cannotice of | is form is NOT ot use this form a purchase by of its own shar | | | For further inform | | |
|--|-----|---|--------------------------------------|-------------------|--------------------|--|---|------------------------------|--|--|---|
| 1 | | Company det | tails | - | | | 3 | A17 | 26/08/2015 COMPANIES HO | #414 USE | |
| ompany number | | 4 5 8 | 6 9 4 1 | | | | | | → Filling in this fo | orm in typescript or in | • |
| ompany name in fu | li | QinetiQ Group | plc | · | | | | | bold black capita | • • • | |
| | | | | | | | | - | All fields are man specified or indic | | |
| 2 | | Shares purch | ased for can | cellat | ion | | | | | | |
| | | | | | | | | | | | |
| Class of shares (E.g. Ordinary/Preference | etc |) | Number of shares purchased | Nomina each sh | al value of are | Date that the shares were delivered to the | | ese qualify as ry shares? | Maximum price paid for shares (PLC only) | Minimum price paid for shares (PLC only) | |

| (E.g. Ordinary/Preference etc.) | purchased | each share | shares were delivered to the company | treasury shares? | paid for shares (PLC only) | paid for shares (PLC only) |
|---------------------------------|-----------|------------|--|------------------|-------------------------------|-------------------------------|
| Ordinary | 208,490 | £0 01 | 17 / 07 / 2015 | ☐ Yes | £2 323 | £2 299 |
| | | | / / | ☐ Yes | | |
| | | | / / | ☐ Yes | | |
| | | | / / | ☐ Yes | | |
| | | | / / | ☐ Yes | | |

Please show the aggregate amount paid on shares purchased for cancellation

Total aggregate amount £483,037 55

For HM Revenue and Customs Stamp Office only







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| 3 | Shares purchased | l into treasury | | | · | | | |
|---|---|--|---|--|--|--|--|--|
| Please complete the | table below if you are pu | rchasing shares to | place into treasur | у | | | | |
| Class of shares (E.g. Ordinary/Preference etc.) | | Number of shares purchased | Nominal value of each share | Date that the shares were delivered to the company | Maximum price paid for shares (PLC only) | Minimum price paid for shares (PLC only) | | |
| | | | | / / | | | | |
| | | | | / / | | | | |
| | | | | 1 1 | | | | |
| | | | | / / | | | | |
| | | | | / / | | | | |
| Total aggregate amor | Please show the aggr into treasury | egate amount paid | d by the company o | on shares purchased | - | | | |
| 4 | Stamp Duty | | | | • | | | |
| | Stamp Duty of 0 5% is payable for purchases where the amount or value of the consideration is over £1,000. Please show the amount of Stamp Duty paid on shares purchased O Stamp Duty The aggregate amount should be rounded up to the nearest multiple of £5 | | | | | | | |
| Stamp Duty • | £ 2,420 | | Amount payable Cheques for the Stamp Duty must | | | | | |
| | Before this form is HM Revenue and Co amount of Stamp D After this form has and Customs it mus | be made paya & Customs Tay Transferable Stamp office Please send th | be made payable to 'HM Revenue & Customs Taxes' and crossed 'Not | | | | | |
| No Stamp Duty payable | If Stamp Duty is not statement below by t | — 9th Floor, City 30 Union Street | | | | | | |
| . , | I/We certify that part of a larger amount or value | If you require on Stamp Duty Revenue & Cu | Further information If you require further information on Stamp Duty Please contact HM Revenue & Customs on 0845 6030135 or visit their website www.hmrc.gov.uk | | | | | |
| | If you have no stan | | | | | | | |
| 5 | Signature | | | | | | | |
| | I am signing this form | Societas Euro | O Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership | | | | | |
| Signature | Signature X J. | of a Societas E delete 'directo of which orga signing has m | | | | | | |
| Date | 2 9 0 This form may be sign Director ●, Secretary, manager, CIC manager | Under either s | ● Person authorised Under either section 270 or 274 of the Companies Act 2006 | | | | | |

SH03

Return of purchase of own shares

Presenter information You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record Contact name T Bigmore QinetiQ Cody Technology Park Ively Road Farnborough Hampshire Postcode G Country UK DX 01252 392000 Checklist We may return forms completed incorrectly or with information missing. Please make sure you have remembered the following

☐ The company name and number match the

information held on the public Register

indicate that no duty is payable

You have signed the form

appropriate

☐ You have completed Section 2 and/or Section 3 as

by HMRC or ticked the certification section to

In Section 4, you have either had the form stamped

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

Stamp Duty

If Stamp Duty is to be paid, please first send this form to HMRC Stamp Office, 9th Floor, City Centre House, 30 Union Street, Birmingham, B2 4AR

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk.or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk