



Nationality Declaration

QinetiQ Group plc is required to ensure that no single foreign person is interested in more than 15% of its ordinary shares. In order to achieve this it is necessary for every shareholder to make a declaration as to whether or not they are foreign, as defined overleaf.

This form must be completed and sent to the Company's registrars with the transfer form otherwise it is not possible to register a transfer. The Company reserves the right to require evidence or information on any matter contained in this declaration.

If the foreign limits are exceeded, foreign-held shares will be required to be transferred to a non-foreign holder. If such a transfer does not take place QinetiQ Group plc has the right to order that the shares be sold and the net proceeds paid to the former owner on surrender of the relevant share certificate.

DECLARATION	Tick as appropriate
If this registration is effected the shares will not be Foreign-held shares, as defined overleaf.	
If this registration is effected the shares will be Foreign-held shares, as defined overleaf.	

Name(s) of holders in BLOCK CAPITALS	Signature
1st named holders Joint holder Joint holder Joint holder Dated Notes All individual transferees must sign. - If signed on behalf of a corporate body or an individual the capacity of the signatory must be given, and their stamp inserted in the box opposite.	
SHAREHOLDER REFERENCE NO. (Existing holders only)	
	STAMP OF CORPORATE BODY OR AGENT ACTING FOR TRANSFEREE

DEFINITIONS

The following are summaries of the relevant definitions. The full definitions are set out in QinetiQ Group plc Articles of Association:–

“Foreign-held Share” means, subject to certain exemptions, any Share (other than a Qualifying Share) of which any Owner is a Foreigner, Foreign Corporation or Corporation under Foreign Control, has an interest.

“Foreigner” means any individual who is not a British citizen, British Dependent Territories citizen or a British Overseas citizen by virtue of the British Nationality Act 1981.

“Foreign Corporation” means:–

(i) any corporation other than a corporation which is incorporated under the laws of any part of and which has its principal place of business and central management and control in the United Kingdom; or

(ii) a government or government department or government agency or body other than of the United Kingdom or any part thereof; Or

(iii) any municipal, local, statutory or other authority or any undertaking or body established in any country other than the United Kingdom.

“Corporation under Foreign Control” means any corporation (other than a Foreign Corporation):–

(i) of which one third or more of the directors (or persons occupying the position of directors by whatever name called) are Foreigners or Foreign Corporations or are accustomed to act in accordance with the suggestions, instructions or directions of Foreigners or Foreign Corporations; or

(ii) of which shares carrying more than thirty per cent. of the votes which are ordinarily eligible to be cast on a poll at General Meetings of the corporation are for the time being held by Foreigners or Foreign Corporations.

“Interest”, subject to what is said below means any interest which would be taken into account in deciding whether a notification by that person to QinetiQ Group plc would be required under Part VI of the Companies Act 1985 (as amended) prior to 1 March 1998 if all Shares were “relevant share capital” for the purposes of that Part.

For this purpose:

(a) any right pursuant to the provisions of any agreement to control, influence or participate in the exercise of any right conferred by the holding of any Share shall be deemed to comprise such an interest. In this paragraph, “agreement” includes any agreement, arrangement or understanding (whether formal or informal) and “provisions of any agreement” includes, subject to certain exceptions, any undertaking, expectation or understanding (whether express or implied and whether absolute or not) operative under any agreement;

(b) any interest of a bare trustee or which, if the incidents of the interest are governed by a law other than the law of England and Wales, is in all material respects identical to the interest of a bare trustee under the law of England and Wales is to be disregarded;

(c) section 209(1)(a) of the Act shall be disregarded;

In addition, there are particular exceptions in relation to traders, clearing houses, trustees of retirement benefit schemes and charities (details of which together with the full text of the provisions summarised in paragraphs (a), (b), (c) above are set out in the Articles of Association).

“Share” means any share in the capital of the Company, subject to certain exceptions, which carries the right to vote on a poll at General Meetings of the Company whether ordinary or only in specified circumstances.

“United Kingdom” means Great Britain, Northern Ireland, the Channel Islands and the Isle of Man.

INSTRUCTIONS FOR CONSOLIDATING TRANSFERS Where two or more transfers are being made in favour of the same person(s) (and in respect of which that person would have an interest in both cases) one declaration only need be made; each transfer should be attached to the declaration and the number of shares represented by each should be listed in the box on the right.	Number of shares
	Total

To be sent to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA