

No. 1470151

The Companies Act 2006

COMPANY LIMITED BY SHARES

BAE Systems plc

At an Annual General Meeting of the above-named Company duly convened and held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1 on Wednesday 4 May 2011, the following resolution was passed as an Ordinary Resolution:

Political Donations

THAT

- (i) the Company and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect be authorised for the purposes of Part 14 of the Companies Act 2006 (the "2006 Act") during the period from the date of the passing of this resolution to the earlier of the conclusion of the Company's Annual General Meeting in 2012 or 30 June 2012:
 - (a) to make political donations to political parties, and/or independent election candidates;
 - (b) to make political donations to political organisations other than political parties; and
 - (c) to incur political expenditure,
up to an aggregate amount of £100,000, and the amount authorised under each of paragraphs (a) to (c) shall also be limited to such amount; and
- (ii) all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the 2006 Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
- (iii) words and expressions defined for the purpose of the 2006 Act shall have same meaning in this resolution.

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BAE Systems Restricted Share Plan 2011

THAT the rules of the BAE Systems Restricted Share Plan 2011 (the "RSP"), the principal features of which are summarised in the appendix to this Notice of Annual General Meeting, and a copy of which is produced to the Annual General Meeting and initialled by the Chairman for the purposes of identification, be approved and the Directors be authorised to:

- (i) do all things necessary to operate the RSP, including making such modifications as the Directors consider appropriate to take account of the requirements of the UK Listing Authority and best practice; and
- (ii) establish further plans based on the RSP but modified to permit participation by employees of any joint ventures of the Company who are not eligible to participate in the RSP and/or to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the RSP.

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Authority to allot new shares

THAT

- (i) the authority conferred on the Directors by Article 8(B)(i) of the Company's Articles of Association, be renewed for the period ending at the conclusion of the Company's Annual General Meeting in 2012 or on 30 June 2012, whichever is the earlier, and for such period the Section 551 Amount shall be £28,413,323; and
- (ii) the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the 2006 Act to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further nominal amount of £28,413,323 in connection with an offer by way of a rights issue, such authority to expire at the conclusion of the Company's Annual General Meeting in 2012 or on 30 June 2012, whichever is the earlier but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

The authorities in this Resolution apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act.

For the purposes of the authority in paragraph (ii) above, "rights issue" means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of any territory.

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At an Annual General Meeting of the above-named Company duly convened and held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1 on Wednesday 4 May 2011, the following resolution was passed as a Special Resolution:

Disapplication of pre-emption rights

THAT subject to the passing of Resolution 20 above,

- (i) the power conferred on the Directors by Article 8(B)(ii) of the Company's Articles of Association be renewed for the period referred to in such Resolution and for such period the Section 561 Amount shall be £4,262,424. Such authority shall be in substitution for all previous powers pursuant to Section 561 of the 2006 Act; and
- (ii) the Directors be and are hereby empowered to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by paragraph (ii) of Resolution 20 above in connection with a rights issue, as if Section 561(1) of the 2006 Act did not apply to any such allotment, such power to expire at the conclusion of the Company's Annual General Meeting in 2012 or on 30 June 2012, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

For the purposes of this resolution "rights issue" has the same meaning as in Resolution 20 above.

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At an Annual General Meeting of the above-named Company duly convened and held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1 on Wednesday 4 May 2011, the following resolution was passed as a Special Resolution:

Authority to purchase own shares

THAT the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the 2006 Act to make market purchases (as defined in Section 693 of the 2006 Act) of its ordinary shares of 2.5p each in the capital of the Company provided that:

- (a) the maximum number of shares that may be purchased is 340,993,986;
- (b) the minimum price which may be paid for each share is 2.5p;
- (c) the maximum price which may be paid for each share is the higher of (i) 105 per cent of the average of the middle market quotations of the Company's ordinary shares 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 on the London Stock Exchange as stipulated in Article 5(1) of the Buy-back and Stabilisation Regulation; and
- (d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2012 or, if earlier, 30 June 2012 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which may be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

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Notice of general meetings

THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.