

Business Reply Plus
Licence Number
RTAK-EZBB-GYEH

Equiniti
Aspect House
Spencer Road
Lancing
BN99 8DQ

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Notes for completion of the Form of Proxy

1. This Form of Proxy is only for the use of Ordinary Shareholders and/or Ordinary Shareholders who hold their shares in BAE Systems plc via SHAREport (Equiniti Corporate Nominees Limited) ("the Nominee"). Where shares are held via SHAREport, references on this card to "Form of Proxy" should be read as "Form of Direction".
2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, you may delete the reference to the Chairman, and insert in block letters the name of the person you wish to appoint in the space provided and initial the alteration. A proxy need not be a member of the Company.

If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy-holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To do so you should photocopy the proxy form and indicate in the box next to the proxy-holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if more than one proxy is being appointed. All forms must be signed.
4. Please indicate how you wish your proxy to vote or if you wish them to abstain from voting by placing an 'X' in the appropriate boxes. The person appointed proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution, if (a) no instruction is given in respect of that resolution, or (b) it is a proper amendment to a resolution listed on the Form of Proxy, or (c) it is a procedural resolution not listed on the Form of Proxy.
5. The 'Vote Withheld' option overleaf is provided to enable you or your proxy to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
6. If the appointor is a corporation, the Form of Proxy must be under its common seal or under the hand of an officer or attorney duly authorised in writing. For further information on voting by corporate representatives, please see the 2014 AGM Notice of Meeting.
7. In the case of joint holders the signature of any one of them will suffice.
8. To be effective the completed and signed Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a duly certified copy thereof, must be lodged at the office of the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA no later than 11.00 am UK time on 5 May 2014.
9. If the card is posted in the UK, IOM or Channel Islands there is no postage to pay. If you do not wish your voting instructions to be seen by anyone except the Company, the Registrar and (where applicable) the Nominee, you should place it in an envelope and post it to: FREEPOST RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU.
10. If the card is posted from outside the UK, IOM or Channel Islands, please place it in an envelope, address it to: Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA, United Kingdom, and affix the relevant postage so as to be received no later than 11.00 am UK time on 5 May 2014.
11. You may register proxy appointments electronically by logging onto www.sharevote.co.uk and using the Voting ID, Task ID and Shareholder Reference Number given overleaf. If you are a CREST member you may also register proxies electronically by using the procedures described in the CREST Manual (Issuer's agent ID: RA19). Electronic proxy appointments will not be accepted unless received by 11.00 am UK time on 5 May 2014.
12. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those Ordinary Shareholders registered in the Register of Members of the Company as at 6.00 pm on 5 May 2014 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the share register after 6.00 pm on 5 May 2014 shall be disregarded in determining the rights of any person to attend and vote at the meeting.

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Annual General Meeting of BAE Systems plc to be held on Wednesday 7 May 2014 at 11.00 am at FIVE (Farnborough International Venue & Events), Farnborough, Hampshire GU14 6FD

How to use the Form of Proxy/Poll Card

If you are not attending the Annual General Meeting

If you do not wish or are unable to attend the meeting you may use the form opposite to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote on your behalf at the meeting.

To do this you should:

- complete, sign and date the Form of Proxy (notes on how to do so are given overleaf). Please note that:
 - unless you appoint an alternative proxy, the Chairman of the meeting will be appointed as your proxy;
 - unless you state the number of shares over which your proxy is appointed, your proxy will be deemed to be authorised in respect of your full voting entitlement;
 and
- send it to the Company's Registrar, Equiniti, who must receive it at least 48 hours before the start of the meeting. Please see notes 8, 9 and 10 overleaf.

If you are attending the Annual General Meeting

If you wish to attend the meeting, please bring this card with you to show as evidence of your right to be admitted to the meeting. You should keep the card with you throughout the meeting so that you can use it to vote on the resolutions. At the end of the meeting you should sign the card and deposit it in one of the ballot boxes provided.

If you are attending the meeting and wish to submit a proxy card, simply complete the card opposite in accordance with the details shown. If you do this, please bring this portion of the card with you to show as evidence of your right to be admitted to the meeting. You will still be able to vote on the resolutions at the meeting.

On-line voting and proxy appointment

If you wish to register the appointment of a proxy electronically and/or vote on-line, you can do so by logging onto www.sharevote.co.uk and using the ID and reference numbers at the top of the card opposite or, if you are a CREST member, by using the procedures described in the CREST Manual.

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Form of Proxy/Poll Card



Voting ID

Task ID

Shareholder Reference Number



For use at the Annual General Meeting to be held on 7 May 2014 at 11.00 am at FIVE, Farnborough, GU14 6FD

I/We, the undersigned (see note 1 overleaf), being a member/members of BAE Systems plc hereby appoint the Chairman of the Meeting or

Name of appointed proxy

Number of shares over which the proxy is appointed

(IN BLOCK LETTERS – see note 2 overleaf) as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held on 7 May 2014 and at any adjournment thereof. I/We request my/our proxy to vote or abstain from voting as indicated below (see notes 3, 4 and 5).

Where my shares are held via SHAREport, the corporate nominee, this voting instruction is directed to Equiniti Corporate Nominees Limited, the SHAREport Nominee (see note 1 overleaf).

Please indicate here ☐ with an "X" if more than one proxy is being appointed (see note 3 overleaf).

Please indicate your instructions by marking the "For", "Against" or "Withheld" boxes in black ink like this ☒

Ordinary Resolutions

	FOR	AGAINST	WITHHELD
1. Report and Accounts	☐	☐	☐
2. Remuneration Policy	☐	☐	☐
3. Remuneration Report	☐	☐	☐
4. Final Dividend	☐	☐	☐
5. Re-elect Paul Anderson	☐	☐	☐
6. Re-elect Harriet Green	☐	☐	☐
7. Re-elect Ian King	☐	☐	☐
8. Re-elect Peter Lynas	☐	☐	☐
9. Re-elect Paula Rosput Reynolds	☐	☐	☐
10. Re-elect Nicholas Rose	☐	☐	☐
11. Re-elect Carl Symon	☐	☐	☐
12. Elect Sir Roger Carr	☐	☐	☐
13. Elect Jerry DeMuro	☐	☐	☐

Ordinary Resolutions

	FOR	AGAINST	WITHHELD
14. Elect Christopher Grigg	☐	☐	☐
15. Elect Ian Tyler	☐	☐	☐
16. Appointment of auditors	☐	☐	☐
17. Remuneration of auditors	☐	☐	☐
18. Political donations up to specified limits	☐	☐	☐
19. Long-term Incentive Plan 2014	☐	☐	☐
20. Authority to allot new shares	☐	☐	☐

Special Resolutions

	FOR	AGAINST	WITHHELD
21. Disapplication of pre-emption rights	☐	☐	☐
22. Purchase own shares	☐	☐	☐
23. Notice of general meetings	☐	☐	☐

Signature

Date

 2014


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