

Equiniti  
Aspect House  
Spencer Road  
Lancing  
BN99 8DQ

Business Reply Plus  
Licence Number  
RTAK - EZBB - GYEH  




### 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 2016 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 2 May 2016.
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-CLL-KBU, 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 2 May 2016.
11. You may register proxy appointments electronically by logging onto [www.sharevote.co.uk](http://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 2 May 2016.
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 2 May 2016 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 2 May 2016 shall be disregarded in determining the rights of any person to attend and vote at the meeting.

