

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 Hall 1, Farnborough Exhibition & Conference Centre, Farnborough, Hampshire, GU14 6XE on Thursday, 9th May 2019, 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 2020 or close of business on 30 June 2020:
 - (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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Authority to allot new shares

THAT 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 2020 or at the close of business on 30 June 2020, whichever is the earlier, and for such period the Section 551 Amount shall be £26,638,740.

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

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Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 18 above, 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 £3,996,210.

Such authority shall be in substitution for all previous powers pursuant to Section 561 of the 2006 Act.

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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 319,696,861;
- (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 by Regulatory Technical Standards adopted by the European Commission pursuant to article 5(6) of the EU Market Abuse Regulation;
- (d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2020 or, if earlier, at the close of business on 30 June 2020 (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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Amendments to the Articles of Association

THAT the Articles of Association of the Company be and are hereby amended so that they shall be in the form of the amended Articles of Association produced to the meeting and initialled by the Chairman of the Company for the purpose of identification.

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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.