

Annual General Meeting of BAE Systems plc to be held on Thursday, 6 May 2021 at 10.30 am at Hall 1, Farnborough International Exhibition and Conference Centre, Farnborough, Hampshire GU14 6XE.

COVID-19 – Impact on 2021 AGM

As explained in the Notice of Meeting accompanying this Form of Proxy, due to COVID-19 restrictions, **shareholders will not be permitted to attend the AGM in person and you should not attempt to do so.** You will, however, be able to:

- (i) vote by proxy in advance of the meeting;
- (ii) ask questions on the AGM resolutions in advance of the meeting via the AGM website (see below); and
- (iii) listen remotely in real-time to the proceedings of the AGM (see enclosed Notice of Meeting on how to do this).

Voting by Proxy

Please see the notes overleaf on how to complete the Form of Proxy, or how you can vote electronically, and the deadlines for doing so. Note 11 explains how you can vote electronically (if you have access online) rather than having to post the proxy form. You are strongly advised to appoint the Chairman of the meeting as your proxy as under the particular arrangements for this meeting, proxies (other than the Chairman of the meeting) will not be permitted to attend the AGM in person. Similarly, corporate representatives other than the Chairman of the meeting will not be permitted to attend the AGM in person.

Asking a Question

If you have any questions on the AGM resolutions, we would like to hear from you ahead of the meeting. We will publish responses to the matters raised by shareholders on the business of the meeting on our website no later than 30 April 2021, which will provide you with an opportunity to read the responses before submitting your proxy vote. If you wish to ask a question on the resolutions, please submit your question via the AGM website at www.baesystems.com/reporting by no later than 27 April 2021.

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Voting ID Task ID Shareholder Reference Number (SRN)

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For use at the Annual General Meeting to be held on 6 May 2021 at 10.30 am at Hall 1, Farnborough International Exhibition and Conference Centre, Farnborough, Hampshire GU14 6XE.

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

Number of shares over which the proxy is appointed

(see notes 2 and 3 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 6 May 2021 and at any adjournment thereof. I/We request my/our proxy to vote or abstain from voting as indicated below (see notes 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	Ordinary Resolutions	FOR	AGAINST	WITHHELD
1. Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Elect Nicholas Anderson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Elect Dame Carolyn Fairbairn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Final Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Re-appointment of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-elect Thomas Arseneault	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. Remuneration of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-elect Sir Roger Carr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. Political donations up to specified limits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-elect Dame Elizabeth Corley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. Authority to allot new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-elect Bradley Greve	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions			
8. Re-elect Jane Griffiths	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-elect Christopher Grigg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. Purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Re-elect Stephen Pearce	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. Notice of general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Re-elect Nicole Piasecki	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. Amend Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Re-elect Ian Tyler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
13. Re-elect Charles Woodburn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature

Date

2021

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Equiniti
Aspect House
Spencer Road
Lancing
BN99 8DQ

Business Reply Plus
Licence Number
RTAK-EZBB-GYEH



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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. As explained overleaf, under the current arrangements proxies (other than the chairman of the meeting) will not be permitted to attend the AGM in person. As a result, if a member wishes to appoint a proxy, they are strongly advised to appoint the chairman of the AGM as their proxy.

If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled "Number of shares over which the proxy is appointed" 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, who may be the same person, is appointed to exercise rights attached to different shares. To do so you should photocopy the proxy form and indicate in the box entitled "Number of shares over which the proxy is appointed" 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. In the absence of instructions the proxy or proxies may vote or abstain from voting the shares with respect to which he or she has been appointed as he or she thinks fit on both: (i) the resolutions specified overleaf; and (ii) on any other business or matter (including amendments to resolutions and procedural resolutions) which may come before the meeting.
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 2021 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 10.30 am UK time on 4 May 2021.
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 10.30 am UK time on 4 May 2021.
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 10.30 am UK time on 4 May 2021.
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 6.30 pm on 4 May 2021 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 6.30 pm on 4 May 2021 shall be disregarded in determining the rights of any person to attend and vote at the meeting.