

- Notes: Shareholder Communications
- If we do not hear from you within 28 days you will be deemed to have chosen to receive shareholder communications through our website (with a printed notification as in Option 2), unless you have already elected to receive shareholder communications by email. You will not receive hard copy documents in future unless you specifically request them (by contacting our Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom on 0371 384 2044* or +44 (0) 371 384 2044 from outside the UK or online at www.shareview.co.uk). Alternatively you can change your election at any time by contacting Equiniti.
 - With both Options 1 and 2, a shareholder has the right at any time to request a printed copy of the document or to change their election, by contacting our Registrars, Equiniti Limited.
 - Shareview is the on-line portfolio service offered by Equiniti. If you require assistance whilst setting up this service please contact them on 0371 384 2044* or +44 (0) 371 384 2044 from outside the UK.
 - The Company cannot be held responsible for any failure in electronic transmission beyond its control, any more than it can for postal failures.
 - The Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company, and recommends that you subject all messages to virus checking procedures prior to use.
 - The election and relevant address contact details will stand until such time as our Registrars receive alternative instructions from you. It will be your responsibility to notify our Registrars of any change to your name, address, email address or other contact details.
 - The Company's annual accounts and AGM documents will be available for viewing approximately one month before the scheduled AGM date each year.
 - Notwithstanding any election the Company may, at its sole and absolute discretion, send any notification or information to shareholders in hard copy form.
- * Lines open 8:30 am to 5:30 pm, Monday to Friday, excluding public holidays in England and Wales.

BAE Systems plc

Annual General Meeting

Form of Proxy

The Annual General Meeting of BAE Systems plc is to be held on Thursday 5 May 2022 at 11.00am

Before completing the Form of Proxy below, please read the instructions and explanatory notes overleaf.

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

(IN BLOCK LETTERS – 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 5 May 2022 at 11.00am 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). 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	Ordinary Resolutions	FOR	AGAINST	WITHHELD
1. Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Re-elect Jane Griffiths	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. Remuneration of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Re-elect Christopher Grigg	<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"/>
3. Final Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Re-elect Stephen Pearce	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. BAE Systems Share Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-elect Nicholas Anderson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Re-elect Nicole Piasecki	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. Authority to allot new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-elect Thomas Arseneault	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Re-elect Charles Woodburn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions			
6. Re-elect Sir Roger Carr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Elect Crystal E Ashby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-elect Dame Elizabeth Corley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Elect Ewan Kirk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. Purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-elect Bradley Greve	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Re-appointment of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. Notice of general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

How to use the Form of Proxy

If you are not attending the Annual General Meeting (AGM)

If you do not wish or are unable to attend the meeting either physically or electronically, you may use the Form of Proxy overleaf to appoint a proxy, or proxies, to exercise any or all of your rights to attend, speak and vote at the meeting. Complete, sign and date the Form of Proxy (notes on how to do so are given below), and send it to the Company's Registrar, Equiniti, in the reply paid envelope provided.

Online voting and proxy appointment

If you wish to register the appointment of a proxy electronically and/or vote online, you can do so by logging onto www.sharevote.co.uk and using the IDs and shareholder reference number on the Form of Proxy overleaf or, if you are a CREST member, by using the procedures described in the CREST manual.

If you are attending the AGM physically in Farnborough

Please tick the intention to attend card at the bottom of the opposite page and return it in the reply paid envelope provided – this will help us with our meeting planning. You should bring the whole of the card on this page with you to the meeting to show as evidence of your right to be admitted to the meeting. Please see the enclosed Notice of Meeting for details of the venue and how to get there.

If you also wish to submit a proxy card, please complete the Form of Proxy overleaf in accordance with the details shown and return it with the intention to attend card in the reply paid envelope enclosed – 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.

If you are attending the AGM electronically

If you wish to attend the meeting remotely via an electronic platform, please see the enclosed Notice of Meeting for details on how to do this.

If you are attending the meeting remotely via an electronic platform and wish to submit a proxy card, simply complete the card overleaf in accordance with the details shown and return it in the enclosed reply paid envelope. You will still be able to vote on the resolutions electronically at the meeting.

Notes for completion of the Form of Proxy

- 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".
- 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 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.
- You may appoint more than one proxy, who may be the same person, 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 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 and should be returned together in the same envelope.
- 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.
- 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.
- 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 2022 AGM Notice of Meeting.
- In the case of joint holders the signature of any one of them will suffice.
- 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 3 May 2022.
- If the card is posted in the UK, IOM or Channel Islands there is no postage to pay. Please use the reply-paid envelope provided.
- 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 3 May 2022.
- 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 3 May 2022.
- 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 3 May 2022 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 3 May 2022 shall be disregarded in determining the rights of any person to attend and vote at the meeting.

BAE SYSTEMS

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

BAE SYSTEMS

30 March 2022

Dear Shareholder

With environmental and cost issues in mind, and given the ever growing size of the Annual Report due to the increasing number of regulatory disclosures, we are writing to ask whether you wish to continue to receive hard copy communications from us, or whether in future you would prefer to receive an email or website notification explaining where you can find the relevant documents online.

Please select your preference as set out in "Shareholder Communications – Your Choice" below and take the relevant action required.

NB If you opt to receive "website communication" (or choose to take no action), you would currently receive, for this AGM communication, a document similar to the enclosed *Notification of BAE Systems plc Annual Report 2021 and AGM* which would direct you to our AGM website to view the full Annual Report and AGM Notice, and to vote on the resolutions.

Yours sincerely



David Parkes
Company Secretary

BAE Systems plc Registered in England & Wales No. 1470151 6 Carlton Gardens, London SW1Y 5AD

Shareholder Communications – Your Choice

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We periodically consult with our shareholders to check how they wish to receive shareholder communications from us, such as the Annual Report. There are three options, which are summarised below.

By accepting to receive shareholder communications via our website, or by registering to receive email communications, you would be helping us to reduce the environmental impact of our activities and assisting us in managing our printing and postage costs.

Choices	What you will receive	Action required
1. Email Communication	An email from the Company, notifying you of where to find the communication online	Register online for Shareview at www.shareview.co.uk
2. Website Communication	Written notification of where to find a communication online	Do nothing
3. Written Communication	Paper copy of communications	Tick this box and return this form in the reply paid envelope provided
+	Please see the notes overleaf for further information.	

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AGM 2022

BAE SYSTEMS

If you wish to attend the physical 2022 AGM in Farnborough, Hampshire, in person, please tick the box to the right and return this portion of the card in the reply-paid envelope enclosed. This will help us with our meeting planning.

Shareholder Reference Number