

BAE Systems plc
Annual General Meeting

Form of Proxy

The Annual General Meeting of BAE Systems plc is to be held on Thursday 4 May 2023 at 11.30am
Before completing the Form of Proxy below, please read the instructions and explanatory notes overleaf.

AGM 2023Form of Proxy

BAE SYSTEMS

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Voting IDTask IDShareholder Reference Number (SRN)

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 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 4 May 2023 at 11.30am 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"/>	10. Re-elect Jane Griffiths	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. Remuneration of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Re-elect Christopher Grigg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. Political donations up to specified limits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Re-elect Ewan Kirk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. BAE Systems Long-term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Final Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Re-elect Stephen Pearce	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. Authority to allot new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-elect Nicholas Anderson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Re-elect Nicole Piasecki	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions			
6. Re-elect Thomas Arseneault	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Re-elect Charles Woodburn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-elect Crystal E Ashby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Elect Cressida Hogg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24. Purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-elect Dame Elizabeth Corley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. Elect Lord Sedwill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	25. Notice of general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-elect Bradley Greve	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. Re-appointment of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature

Date

2023

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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 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. Details of the venue and how to get there are set out in the enclosed Notice of Meeting.

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 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

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 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, 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.
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 2023 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 11.30 am UK time on 2 May 2023.
9. 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.
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 11.30 am UK time on 2 May 2023.
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 11.30 am UK time on 2 May 2023.
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 2 May 2023 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 2 May 2023 shall be disregarded in determining the rights of any person to attend and vote at the meeting.