

Notice of Annual General Meeting 2022



This year's Annual General Meeting will be held at 11.00am on Thursday 5 May 2022. This notice of meeting sets out the resolutions that shareholders are being asked to consider and vote on. These resolutions are an important part of the governance of the Company and all shareholders are urged to vote, whether they are able to attend the meeting or not.

At the 2021 AGM shareholders gave approval for a change to be made to the Company's Articles of Association to enable the Company to hold "hybrid" general meetings (including AGMs) as a combined physical and electronic meeting, thereby enabling shareholders to attend the meeting physically in person or to attend remotely via use of an electronic platform.

After the constraints on physical attendance at AGMs over the last two years as a result of the COVID-19 pandemic, the Company is looking forward to welcoming shareholders in person to the 2022 AGM venue, as well as giving shareholders who would prefer not to attend in person the opportunity to participate in the meeting electronically.

Physical attendance remains subject to any prevailing UK government regulations in respect of COVID-19 which may be in place at the time of the AGM, and any changes to the arrangements set out in this Notice will be posted on the Company's AGM website at www.baesystems.com/reporting.

Arrangements for the 2022 AGM

The two options for attending and participating at the AGM are as follows:

- **Attend electronically** – Access to the meeting electronically will be available at: <https://web.lumiagm.com/154-791-916>. This will enable you to watch a live broadcast of the proceedings. You will be able to submit questions up to an hour before the meeting starts as well as during the meeting; and vote on the resolutions once the poll is open. Please see the notes and step-by-step guide on pages 12 and 13 on how to join the meeting remotely, ask questions and submit your votes at the meeting.

- **Attend physically at the AGM venue** – The physical meeting will be held at Hall 5, Farnborough International Exhibition and Conference Centre, Farnborough, Hampshire GU14 6QT. A road map and instructions on how to reach the venue are set out on page 14.

Shareholders (or their duly appointed proxies or corporate representatives) are asked not to attend the AGM venue if, on the date of the AGM, they feel unwell or they, or members of their household, are displaying COVID-19 symptoms, or have recently tested positive for COVID-19, or been exposed to someone who is displaying COVID-19 symptoms or who has recently tested positive for COVID-19.

The Company may put in place COVID-19 related safety measures, including but not limited to social distancing, as a condition of admission. Please note that, in order to safeguard our employees and other staff at the venue, there will be no technology exhibition nor will lunch or refreshments other than water be provided.

Voting by proxy

You can alternatively vote by proxy on the resolutions put to shareholders in advance either online or by post as follows:

- Online – if you have accessed this notice electronically, you simply need to click on the electronic voting icon on the Company's AGM website page at www.baesystems.com/reporting.
- By post – if you received the 2021 Report & Accounts you will also have received a proxy card. Instructions on voting can be found on the proxy card.

It is good practice for companies to take a poll on all resolutions put to shareholders and the Company has used such polls for a number of years. This allows all shareholders to have their votes recognised whether or not they are able to attend the meeting, physically or electronically. The results of the voting on the resolutions will be posted on the Company's website after the meeting.

Important

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Recommendation

Your Directors consider that each of the proposals detailed in the Notice of Meeting will be of benefit to and in the best interests of the Company and the shareholders as a whole. The Directors intend to vote in favour of all Resolutions in respect of their own beneficial holdings of ordinary shares in the Company and unanimously recommend other shareholders to do likewise.

To BAE Systems plc Ordinary Shareholders

NOTICE IS HEREBY GIVEN that the Annual General Meeting of BAE Systems plc will be held on Thursday 5 May 2022 at 11.00 am.

The physical meeting will be held at Hall 5, Farnborough International Exhibition and Conference Centre, Farnborough, Hampshire GU14 6QT and electronic access will be via: <https://web.lumiagm.com/154-791-916>

The meeting has been convened for the purpose of transacting the following business:

To consider, and if thought fit, to pass the following Resolutions 1-20, which will be proposed as ORDINARY RESOLUTIONS:

RESOLUTION 1 – Receipt of the Report and Accounts

THAT the Annual Report and Accounts for the year ended 31 December 2021 now laid before this meeting be and are hereby received.

RESOLUTION 2 – Approval of the Directors' Remuneration Report

THAT the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Remuneration (as set out on pages 139 to 168 of the Annual Report and Accounts for the financial year ended 31 December 2021) be and are hereby approved.

RESOLUTION 3 – Authorisation of the payment of the final dividend

THAT the final dividend for the year ended 31 December 2021 of 15.2 pence per ordinary share be and is hereby declared payable on 1 June 2022 to Ordinary Shareholders whose names appeared on the Register of Members at the close of business on 22 April 2022.

RESOLUTION 4 – Re-election of director

THAT Nicholas Anderson be and is hereby re-elected a Director of the Company.

RESOLUTION 5 – Re-election of director

THAT Thomas Arseneault be and is hereby re-elected a Director of the Company.

RESOLUTION 6 – Re-election of director

THAT Sir Roger Carr be and is hereby re-elected a Director of the Company.

RESOLUTION 7 – Re-election of director

THAT Dame Elizabeth Corley be and is hereby re-elected a Director of the Company.

RESOLUTION 8 – Re-election of director

THAT Bradley Greve be and is hereby re-elected a Director of the Company.

RESOLUTION 9 – Re-election of director

THAT Jane Griffiths be and is hereby re-elected a Director of the Company.

RESOLUTION 10 – Re-election of director

THAT Christopher Grigg be and is hereby re-elected a Director of the Company.

RESOLUTION 11 – Re-election of director

THAT Stephen Pearce be and is hereby re-elected a Director of the Company.

RESOLUTION 12 – Re-election of director

THAT Nicole Piasecki be and is hereby re-elected a Director of the Company.

RESOLUTION 13 – Re-election of director

THAT Charles Woodburn be and is hereby re-elected a Director of the Company.

RESOLUTION 14 – Election of director

THAT Crystal E Ashby be and is hereby elected a Director of the Company.

RESOLUTION 15 – Election of director

THAT Ewan Kirk be and is hereby elected a Director of the Company.

RESOLUTION 16 – Re-appointment of the Auditors

THAT Deloitte LLP be and are hereby re-appointed Auditors of the Company to hold office until the next General Meeting at which accounts are laid before the Company.

RESOLUTION 17 – Authority to agree Auditors' remuneration

THAT the Audit Committee of the Board of Directors be and is hereby authorised to agree the remuneration of the Auditors.

RESOLUTION 18 – 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 2023 or close of business on 30 June 2023:
 - (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.

RESOLUTION 19 – BAE Systems Share Incentive Plan

THAT the Directors be hereby authorised to continue to operate the BAE Systems Share Incentive Plan in accordance with the

rules of the plan, which are summarised in the appendix to this Notice of Annual General Meeting, and a copy of which is produced to the Annual General Meeting and initialled by the Chairman for the purposes of identification.

RESOLUTION 20 – 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 2023 or at the close of business on 30 June 2023, whichever is the earlier, and for such period the Section 551 Amount shall be £26,218,927.

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

To consider, and if thought fit, to pass the following Resolutions 21 to 23 which will be proposed as SPECIAL RESOLUTIONS:

RESOLUTION 21 – Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 20 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 £3,933,232.

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

RESOLUTION 22 – 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 314,658,597;
- (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;
- (d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2023 or, if earlier, at the close of business on 30 June 2023 (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.

RESOLUTION 23 – 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.

By Order of the Board

David Parkes
Company Secretary
30 March 2022
6 Carlton Gardens
London SW1Y 5AD

Notes

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a member of the Company.
2. A proxy form which may be used to make such appointment and give proxy instructions has been sent to all shareholders (except those who have elected to receive notice via email who should refer to paragraph 7 below, or those shareholders who are deemed to have consented to receive communications via the Company's website and who will have received a shareholder voting instruction card).

If a shareholder wishes to appoint someone other than the Chairman of the meeting to act as the shareholder's proxy, the shareholder should delete the reference to the Chairman in the proxy form, and insert in block letters the name of the person that the shareholder wishes to appoint in the space provided, and initial the alteration.

Shareholders who have received a shareholder voting instruction card or a proxy card may appoint a proxy or proxies electronically via the Company's website at www.baesystems.com/reporting using the Voting ID, Task ID, and Shareholder Reference Number on the proxy card or shareholder voting instruction card. Electronic proxy appointments must be received no later than 11.00 am UK time on 3 May 2022. CREST members who wish to appoint proxies through the CREST electronic appointment service should refer to paragraphs 12-15 below.

3. A shareholder may appoint more than one proxy, who may be the same person, in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If in such case a shareholder wishes to appoint more than one proxy, the shareholder should photocopy the proxy form and indicate in the relevant box the number of shares in relation to which the shareholder authorises them to act as the shareholder's proxy. The shareholder should indicate by marking the relevant box on the proxy card if more than one proxy is being appointed.
4. In the case of joint holders the signature of any one of them will suffice. The vote of the senior party tendering the vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
5. To be valid any proxy form or other instrument appointing a proxy must be completed, signed and returned, together with the power of attorney or other authority (if any) under which it is signed, or a duly certified copy thereof, so as to be received by post or (during normal business hours only) by hand at the office of the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 11.00 am UK time on 3 May 2022, being not less than 48 hours before the time for which the meeting is convened.
6. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 13 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
7. Shareholders who have elected to receive notice via email, and who have therefore not received a proxy card, may appoint a proxy or proxies electronically via the Company's website at www.baesystems.com/reporting using their usual Shareview portfolio identification particulars. Electronic proxy appointments must be received no later than 11.00 am UK time on 3 May 2022.
8. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such appointment right or does not wish to exercise it, he/she may,

- under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. The statement of rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 7 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
 10. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's Register of Members at 6.30pm on 3 May 2022 or, if the meeting is adjourned, 6.30pm two days before the time fixed for the adjourned meeting (as the case may be). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
 11. As at 15 March 2022 (being the latest practicable business day prior to the publication of this Notice) the Company's issued share capital consisted of 3,379,914,106 ordinary shares and one special share. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The voting rights of treasury shares (of which there were 233,328,131 as of 15 March 2022) are suspended. The holder of the special share is entitled to attend general meetings of the Company, but is not entitled to vote. Accordingly the total number of voting rights as of 15 March 2022 is 3,146,585,975. The consent of the holder of the special share is required in certain limited circumstances, as set out in the Company's Articles of Association. At the Company's 2022 AGM, all resolutions will be voted on by way of a poll. On a vote by poll, every ordinary shareholder who is present in person or by proxy has one vote for every ordinary share of which he/she is the holder.
 12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
 13. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent, Equiniti (ID RA19), no later than 11.00 am on 3 May 2022, being not less than 48 hours before the time for which the meeting is convened. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 14. CREST members and, where applicable, their CREST sponsors, or voting service providers, should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting system providers) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST systems and timings.
 15. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
 17. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
 18. Any member attending the meeting in person or electronically has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
 19. A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at www.baesystems.com/reporting.
 20. Shareholders may not use any electronic address provided in this Notice or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

1. NOTES ON THE RESOLUTIONS

1.1 Resolution 2 – Approval of Directors' Remuneration Report

The statement by the Remuneration Committee Chairman and the Annual Remuneration Report (on pages 139 to 168 of the 2021 Annual Report) is being put to the shareholders as an annual advisory vote.

As required by regulation, the statement by the Chairman of the Remuneration Committee covers major decisions on directors' remuneration during the year, changes during the year, and the context in which the changes occurred and the decisions have been taken.

The Annual Remuneration Report reports on how the Company's Remuneration Policy has been implemented and sets out payments made in the financial year ended 31 December 2021. The Company's current Remuneration Policy came into force at the end of the 2020 AGM on 7 May 2020 following its approval by shareholders at that meeting.

1.2 Resolutions 4-13 – Directors Standing For Re-election

In line with the provisions of the UK Corporate Governance Code and the Company's Articles of Association, all directors are standing for election or re-election to the Board except Dame Carolyn Fairbairn and Ian Tyler, both of whom are standing down from the Board with effect from the close of the AGM.

The Chairman (and the Senior Independent Director in respect of the Chairman) has confirmed that, based on the formal performance evaluations undertaken at the end of 2021 and the beginning of 2022, all of the directors remain committed to the role and the individual performance and contribution of all directors continues to be effective. Also, in compliance with the Code, the Company ensures that non-executive directors have sufficient time to fulfil their obligations. This is assessed when a director is appointed and also in the event of there being a material change to an individual's circumstances. The biographies set out opposite summarise the skills, competence and experience of each of the directors which highlight their individual contributions to the Board and their composite expertise.

Directors' Biographies

Nick Anderson – Non-executive director

Appointed to the Board: 2020

Nationality: UK

Key contribution: Deep knowledge and experience of leading international engineering and manufacturing operations.

Skills, competence and experience: As Group Chief Executive of a FTSE 100 industrial engineering company, Nick has a strong record of leading and growing global businesses. His knowledge and experience, particularly in leading international engineering and manufacturing operations, are a particular asset to the Board.

Since being appointed Group Chief Executive of Spirax-Sarco Engineering plc in January 2014, Nick has overseen the successful global growth of Spirax-Sarco Engineering, which serves customers in 130 countries worldwide. Prior to his roles at Spirax-Sarco Engineering, he was Vice-President of John Crane Asia Pacific and President of John Crane Latin America.

Other non-executive appointments: None.

Committee membership: Environmental, Social and Governance Committee, Innovation and Technology Committee and Nominations Committee.

Tom Arseneault – President and Chief Executive Officer of BAE Systems, Inc.

Appointed to the Board: 2020

Nationality: US

Key contribution: Business leadership and wide-ranging operational experience in US defence and commercial aerospace markets.

Skills, competence and experience: Tom was appointed to the Board on 1 April 2020, serving as President and Chief Executive Officer of BAE Systems, Inc. Throughout his career, Tom has led complex organisations responsible for fulfilling critical and technologically challenging missions. Most recently he served as President and Chief Operating Office of BAE Systems Inc., having had a 23 year career in various senior roles within BAE Systems, Inc.

Prior to his senior leadership appointments, Tom managed various organisations and programmes for Sanders, a Lockheed Martin Company, until it was acquired by BAE Systems in 2000. Earlier in his career, he held a variety of engineering and programme management positions with General Electric and TASC.

Non-executive appointments: None.

Sir Roger Carr – Chairman

Appointed to the Board: 2013

Nationality: UK

Key Contribution: Business and board leadership skills and insight developed over many years across a range of businesses and other entities.

Skills, competence and experience: Sir Roger was appointed Chairman in 2014 having joined the Board in 2013 as Chair Designate. He is an experienced company chairman with a wealth of knowledge gained across a number of business sectors. With over two decades of boardroom experience, Sir Roger has a deep understanding of good stewardship, corporate governance and the enablers of board effectiveness.

Sir Roger is a Senior Advisor to KKR and provides board advisory services for certain of its companies, Chairman of the English National Ballet and Vice President of the Royal Navy and Royal Marines Charity.

He has previously held a number of senior appointments including Chairman of Centrica plc, Vice Chairman of the BBC Trust, Deputy Chairman and Senior Independent Director of the Court of the Bank of England, President of the Confederation of British Industry, Chairman of Cadbury plc, Chairman of Chubb plc, Chairman of Mitchells & Butlers plc, Chairman of Thames Water plc and Chief Executive of Williams plc.

Throughout his career he has served on a number of external committees including the Prime Minister's Business Advisory Group, the Manufacturing Council of the CBI, The Higgs Committee on Corporate Governance and Business for New Europe. He is a Fellow of the Royal Society for the encouragement of Arts, Manufactures and Commerce, a Companion of the Institute of Management, and an Honorary Fellow of the Chartered Governance Institute. He is also a Visiting Fellow of Said Business School, University of Oxford and holds an Honorary Doctorate in Business from Nottingham Trent University.

He was knighted for Services to Business in the Queen's New Year's Honours list 2011.

Other non-executive appointments: None.

Committee membership: Chairman of the Nominations Committee.

Dame Elizabeth Corley CBE – Non-executive director
Appointed to the Board: 2016

Nationality: UK

Key contribution: Investor, board and governance experience gained through her career in the investment industry and leadership roles on company boards and other entities.

Skills, competence and experience: Dame Elizabeth brings a wealth of investor, governance and boardroom experience to the Board. She is a former non-executive director of Pearson plc, and a non-executive director and Chair designate of Schroders plc. She chairs the board of the Impact Investment Institute, having previously chaired the industry Taskforce on Social Impact Investing for the UK government. She served as Chief Executive Officer of Allianz Global Investors, initially for Europe then globally, from 2005 to 2016. Prior to that, she worked for Merrill Lynch Investment Managers.

Elizabeth is active in representing the investment industry and developing standards within it. She is a member of the CFA Future of Finance Advisory Council, the AQR Institute of Asset Management at the London Business School, the Committee of 200 and the 300 Club.

She is also an acclaimed writer, a Fellow of the Royal Society for the encouragement of Arts, Manufactures and Commerce and a trustee of the British Museum.

Dame Elizabeth was awarded an OBE in the Queen's Birthday Honours in 2019.

Other non-executive appointments: Non-executive director of Morgan Stanley plc and Non-executive director and Chair Designate of Schroders plc.

Committee membership: Audit Committee, Nominations Committee and Remuneration Committee.

Brad Greve – Group Finance Director
Appointed to the Board: 2020

Nationality: US

Key contribution: Considerable international business and financial management experience, particularly concerning large capital projects and programmes.

Skills, competence and experience: Brad joined BAE Systems in 2019 as Group Finance Director Designate and joined the Board on 1 April 2020.

He is a highly experienced executive with deep financial and operational management experience, gained during a 30 year career in international engineering and technology businesses. Prior to joining the Company he held a number of senior executive roles in Schlumberger, undertaking roles in Europe, Africa, South America and the United States.

Non-executive appointments: None.

Dr Jane Griffiths - Non-executive director
Appointed to the Board: 2020

Nationality: UK

Key contribution: Significant international business and industry leadership experience across a range of roles. With her extensive board and industry experience Jane is well placed to chair the Environmental, Social and Governance Committee.

Skills, competence and experience: Jane has experience in leading high technology businesses and international corporate leadership to the Board. She is Chair of Redx Pharma Plc, an AIM listed company. In her executive career with Johnson & Johnson, she held various executive positions and led its Corporate Citizen Trust in EMEA and sponsored its Women's Leadership Initiative.

Jane previously had been Company Group Chair of Janssen EMEA, the group's research based pharmaceutical arm, where she was sponsor of Janssen's Global Pharmaceuticals Sustainability Council. She is a former Chair of the European Federation of Pharmaceutical Industries and Associations, past Chair of the PhRMA Europe Committee and former member of the Corporate Advisory Board of the UK Government backed 'Your Life' campaign, aimed at encouraging more people to study STEM subjects.

Other non-executive appointments: Chair of Redx Pharma Plc and Non-executive director of Johnson Matthey Plc.

Committee membership: Chair of the Environmental, Social and Governance Committee and member of the Nominations Committee.

Chris Grigg CBE – Non-executive director and Senior Independent Director
Appointed to the Board: 2013

Nationality: UK

Key contribution: Boardroom and major company knowledge, skills and experience gained from a business career that includes serving as chief executive of a FTSE 100 company for over 11 years.

Skills, competence and experience: Chris is Chair of the UK Infrastructure Bank and Chair designate of Tilney Smith & Williamson. He has held a range of leadership roles including Chief Executive of Barclays Commercial Bank and, most recently, Chief Executive of The British Land Company PLC, a position he held for

over 11 years. He brings extensive public company and business leadership experience to the Board.

He has more than 30 years' experience in the banking and real estate industries. Prior to joining British Land, he was Chief Executive of Barclays Commercial Bank. Before that, he was a partner at Goldman Sachs. Chris is a former member of the executive board of the European Public Real Estate Association and the board of the British Property Federation.

Other non-executive appointments: Chair designate of Tilney Smith & Williamson.

Committee membership: Environmental, Social & Governance Committee, Nominations Committee and Remuneration Committee.

Stephen Pearce – Non-executive director

Appointed to the Board: 2019

Nationality: Australian

Key contribution: Financial experience, international experience and boardroom experience. As Finance Director of another FTSE 100 company Stephen has a well-developed understanding of the role and remit of the Audit Committee, which he chairs, and the discharge of its duties.

Skills, competence and experience: Stephen has more than 20 years of experience as a director of public companies and over 30 years of financial and commercial experience in the mining, oil and gas, and utilities industries. He is currently Finance Director of Anglo American plc, a role he has held since 2017, and a non-executive director of DeBeers.

He previously served as CFO and an executive director of Fortescue Metals Group Limited from 2010 to 2016. He is a Fellow of the Institute of Chartered Accountants, a Fellow of the Governance Institute of Australia and a Member of the Australian Institute of Company Directors.

Other non-executive appointments: None.

Committee membership: Chair of the Audit Committee and member of the Nominations Committee.

Nicole Piasecki – Non-executive director

Appointed to the Board: 2019

Nationality: US

Key contribution: Business leadership, experience and knowledge gained from a long career encompassing a number of senior roles in the aerospace industry.

Skills, competence and experience: Nicole has extensive experience gained from executive positions within the aerospace industry and leadership of multi-functional teams. She previously held a number of engineering, sales, marketing and business strategy roles during her 25-year career with the Boeing Company, including Vice President and General Manager of the Propulsion Systems Division and Vice President of Business Development and Strategic Integration for Boeing's commercial aircraft business, and President of Boeing Japan.

She is Chair of the Board of Trustees of Seattle University and an advisor to Mitsubishi Heavy Industries in Tokyo. Nicole formerly served on the Federal Aviation Authority's Management Advisory Board, the US Department of Transportation's Future of Aviation Advisory Committee and the Federal Reserve Bank of San Francisco's Seattle branch.

Other non-executive appointments: Weyerhaeuser Company and Howmet Aerospace Inc.

Committee membership: Environmental, Social and Governance Committee, Innovation and Technology Committee and Nominations Committee.

Dr Charles Woodburn – Chief Executive

Appointed to the Board: 2016

Nationality: UK

Key contribution: Provides leadership through his role as Chief Executive, based on a strong performance record with the Company and prior to that with companies in the oil and gas sector.

Skills, competence and experience: Charles joined BAE Systems in May 2016 as Chief Operating Officer and became Chief Executive on 1 July 2017.

With strong engineering and technology credentials, Charles is an experienced business leader with over 25 years' experience in the defence and aerospace, and oil and gas, industries. Prior to joining the Company in 2016, he was Chief Executive Officer of Expro Group, before which he spent 15 years with Schlumberger Limited holding a number of senior management positions in Asia, Australia, Europe and the United States. He is a Fellow of the Royal Academy of Engineering.

Non-executive appointments: None.

1.3 Resolutions 14 and 15 – Directors standing for Election

All directors appointed to the Board are required to seek election at the AGM immediately following their appointment. Ewan Kirk and Crystal E Ashby were appointed to the Board on 1 June 2021 and 1 September 2021 respectively, and are required to seek election at this year's meeting.

The Board recommends that shareholders vote in favour of Dr Kirk and Ms Ashby's election to the Board. Their biographical details are as follows:

Crystal E Ashby – Non-executive director

Appointed to the Board: 2021

Nationality: US

Skills, competence and experience: Crystal has held various senior leadership roles within the energy and healthcare sectors and has considerable expertise in government affairs, legal and regulatory matters. She is currently the Executive Vice President and Chief People Officer of the US health insurance company, Independence Health Group.

In her executive career, Crystal held various senior leadership roles during a long career with BP America Inc., culminating with her appointment as Executive Vice President of Government and Public Affairs and Strategic University Partnerships and membership of its Americas Leadership Team. She is an Independent Director on the Board of Texas Reliability Entity and serves on the Engineering Dean's Leadership Advisory Board at the University of Michigan. She is a National Association of Corporate Directors' Fellow and a member of the International Women's Forum and American Bar Association.

Other non-executive appointments: Member of the Texas Reliability Entity.

Committee membership: Environmental, Social and Governance Committee and Nominations Committee.

Dr Ewan Kirk – Non-executive director*Appointed to the Board: 2021**Nationality: UK*

Skills, competence and experience: Ewan has extensive experience in commercialising data science and quantitative analysis. He has led multiple ventures to identify, apply and leverage technology and mathematics research in both business and philanthropy.

In 2006, he founded Cantab Capital Partners, a science-driven investment management firm, which was acquired by GAM Investments in 2016 and one of the top-performing quantitative investment companies in the UK. Prior to founding Cantab, Ewan was Partner and Head of Quantitative Strategies Group at Goldman Sachs.

He is Chair of the Isaac Newton Institute for Mathematical Sciences, Chairman of DeepTech Labs, a UK-based venture capital fund that invests in deep technology businesses, and Co-Chair of the Turner Kirk Trust.

Ewan holds a PhD in General Relativity from the University of Southampton, a MAST in Mathematics from Queen's College, Cambridge, and a BSc in Natural Philosophy and Astronomy from the University of Glasgow.

Other non-executive appointments: None.

Committee membership: Chair of the Innovation and Technology Committee and member of the Nominations Committee.

1.4 Resolution 18 – Authority to incur political expenditure

Part 14 of the Companies Act 2006 requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £5,000 in any twelve month period, and for any political expenditure, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. It could also include special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support or influence support for a particular political party.

It remains the policy of the Company not to make political donations or incur political expenditure as those expressions are normally understood. However, the Directors consider that it is in the best interests of shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertent infringement of the Companies Act 2006, the Directors are seeking shareholders' authority for the Company and its subsidiaries to make political donations and to incur political expenditure during the period from the date of the Annual General Meeting to the conclusion of next year's Annual General Meeting or close of business on 30 June 2023, whichever is earlier, up to a maximum aggregate amount of £100,000.

1.5 Resolution 19 – BAE Systems Share Incentive Plan

The Company currently operates the BAE Systems Share Incentive Plan (the "SIP") under which all employees of UK participating Group companies are given the opportunity to purchase shares and receive a corresponding award of matching shares, and to receive free shares. In line with good practice, the Directors are seeking shareholder approval for the continued operation of the SIP. The principal terms of the SIP are summarised in the Appendix on page 10.

1.6 Resolutions 20 and 21 – Authority to allot shares and disapplication of pre-emption rights**Resolution 20 – Authority to allot shares**

The purpose of Resolution 20 is to renew the Directors' power to allot shares as described below.

The authority will allow the Directors to allot new shares and grant rights to subscribe for or convert any securities into shares up to a nominal value of £26,218,927 which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 15 March 2022, the latest practicable date prior to publication of this Notice.

At 15 March 2022, the Company held 233,328,131 treasury shares which represents approximately 7.42 per cent of the total number of ordinary shares in issue, excluding treasury shares, at that date.

There are no present plans to allot new shares (other than in connection with employee share and incentive plans), however the Directors consider it desirable to have the flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to support the Company as may be required.

If the resolution is passed the authority will expire on the earlier of the end of the Annual General Meeting in 2023 and the close of business on 30 June 2023.

Resolution 21 – Disapplication of pre-emption rights

If the Directors wish to allot new ordinary shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme) company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of Resolution 21 is to authorise the Directors to allot new ordinary shares and other equity securities pursuant to the authority given by Resolution 20 or sell treasury shares, for cash (a) in connection with a pre-emptive offer and (b) otherwise up to a nominal value of £3,933,232 equivalent to approximately five per cent of the total issued ordinary share capital of the Company exclusive of treasury shares, and 4.65 per cent of the total issued ordinary share capital of the Company inclusive of treasury shares, as at 15 March 2022, without the shares first being offered to existing shareholders in proportion to their existing holdings. The Pre-Emption Group's Statement of Principles, as updated in March 2015, supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than five per cent of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

The Board intends to adhere to the provisions in the Pre-Emption Group's Statement of Principles and not to allot shares or other equity securities or sell treasury shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 21 in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, other than:

- (i) with prior consultation with major shareholders; or
- (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The Board considers the authority in Resolution 21 to be appropriate in order to allow the Company flexibility to finance

business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict guidelines of the statutory pre-emption provisions.

If the resolution is passed, the authority will expire on the earlier of the conclusion of the Company's Annual General Meeting in 2023 and the close of business on 30 June 2023.

1.7 Resolution 22 – Purchase of shares

The Directors are committed to managing the Company's capital effectively and consider that the purchase by the Company of its ordinary shares may in certain circumstances be advantageous to shareholders. They believe that, in common with many other listed companies, the Company should obtain from shareholders a general authority to make market purchases on the London Stock Exchange.

Authority is sought for the Company to purchase up to 10 per cent of its issued ordinary shares (excluding treasury shares), renewing the authority granted by the shareholders at previous annual general meetings.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 2.5p, being the par value of an ordinary share. The maximum price, exclusive of expenses, which may be paid for each share purchased in the market is the higher of (i) an amount equal to 105 per cent of the average market value for an ordinary share for the five business days immediately preceding the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange.

The number of ordinary shares which may be acquired pursuant to the authority is up to an aggregate of 314,658,597 ordinary shares, this being approximately 10 per cent of the issued ordinary share capital of the Company (exclusive of treasury shares) as at 15 March 2022, the latest practicable date prior to the publication of this Notice. As at 15 March 2022 there were 70,770,873 options to subscribe for ordinary shares outstanding, representing 2.25 per cent of the Company's issued share capital (excluding treasury shares) at that date. If the authority was exercised in full, the options would represent 2.50 per cent of the Company's issued ordinary share capital (excluding treasury shares).

This authority will last until the earlier of the Company's Annual General Meeting in 2023 and 30 June 2023.

Pursuant to the Companies Act 2006, the Company can hold the shares which have been repurchased as treasury shares and either re-sell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. This provides the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

Consistent with this approach, the Company announced on 29 July 2021 an on-market share repurchase programme of up to £500 million. Shares repurchased under this programme, which commenced on 29 July 2021 and completed on 2 February 2022, were made pursuant to the share buy-back authority granted by shareholders at the 2021 AGM. The shares bought back under this authority were cancelled. In line with previous years, the Company wishes to renew this authority at the 2022 AGM.

The Company will only purchase ordinary shares if the Directors believe that it is in the shareholders' best interests and will increase earnings per share. In its Annual Report for the financial year ended 31 December 2021, the Company has stated that, as part of the allocation of capital, its policy is to make accelerated returns

of capital to shareholders when the balance sheet allows and when the return from doing so is in excess of the Group's Weighted Average Cost of Capital.

It is the Directors' current intention that any shares bought back under this authority be cancelled.

1.8 Resolution 23 – Notice of general meetings

Changes made to the current Companies Act by the Shareholders' Rights Regulations increased the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

Prior to this, the Company was able to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. The Company has previously obtained shareholder approval to preserve the ability to call general meetings other than an AGM on 14 clear days' notice. Resolution 23 seeks approval of the renewal of this authority which will be effective until the Company's next Annual General Meeting in 2023, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for such meetings. However the flexibility offered by this resolution will be used where, taking into account all the circumstances, the Directors consider this appropriate in relation to the particular issues to be considered at the general meeting in question.

2. DOCUMENTS FOR INSPECTION

The Register of Directors' Interests in the share capital of the Company, copies of the executive Directors' service contracts, the Chairman and non-executive Directors' letters of appointment, and the Directors' Indemnities, will be available for inspection during normal business hours on Monday to Friday each week (public holidays excepted) at the Company's registered office from the date of this Notice of Meeting to the close of the meeting and at the place of the meeting from 15 minutes prior to its commencement until its conclusion.

A copy of the rules of the BAE Systems Share Incentive Plan will be available for inspection at the place of the meeting from 15 minutes prior to its commencement until its conclusion and will be available for inspection electronically on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of the Notice of Meeting.

Appendix

(Share Incentive Plan)

Summary of the principal features of the BAE Systems Share Incentive Plan

Introduction

The Company considers it important for employees to have the opportunity to acquire shares in BAE Systems. The Company currently operates the BAE Systems Share Incentive Plan (the "SIP") under which all employees of UK participating companies are given the opportunity to purchase shares and receive a corresponding award of matching shares, and to receive free shares. In line with good practice, the Company is seeking shareholder approval for the continued operation of the SIP. The terms of the amended SIP are materially the same as those of the existing plan.

The principal features of the SIP are set out below.

Overview

Under the SIP, three types of shares can be offered to employees based in the UK – free, partnership and matching shares. The SIP rules contain all three elements, and the Directors have power to decide which, if any, of them should be implemented. At present SIP participants are offered free, partnership and matching shares and the current intention is that this will continue to be the case.

The SIP operates in conjunction with a trust, which holds shares on behalf of employees. The SIP has been approved by HM Revenue and Customs.

Eligibility

Executive directors and all employees of the Company and any subsidiaries designated by the Directors as participating companies are eligible to join the SIP, if they are UK tax residents and have worked for the Company or a participating company for a qualifying period determined by the Directors, which may not exceed 18 months. Currently a qualifying period of 9 or 15 months is operated for free shares. There is no qualifying period for partnership or matching shares. When the SIP is operated, all eligible employees must be invited to participate.

Free shares

The SIP provides for the award of free shares worth up to a maximum set by the legislation (currently £3,600) to each eligible employee each year. The shares must generally be offered on similar terms, but the award may be subject to performance targets. "Similar terms" means the terms may only be varied by reference to remuneration, length of service or hours worked.

Free shares must be held in trust for a period of between three and five years at the discretion of the Company and will be free of income tax if held in trust for five years. If a participant leaves employment with the BAE Systems Group, their shares cease to be subject to the SIP. The shares may be forfeited if the participant leaves employment within three years of the award other than by reason of death, retirement, redundancy, injury or disability, or their employing company or business being sold out of the BAE Systems Group.

Partnership shares

The SIP provides for employees to be offered the opportunity to purchase shares out of monthly contributions from pre-tax salary of up to the maximum set by the legislation (currently £1,800 in each tax year, or 10% of salary for that year if less). Employees can stop contributing at any stage. The employees' contributions may be used to buy partnership shares immediately or accumulated for

up to 12 months before they are used to buy shares. Where they are accumulated, the price at which they are acquired is calculated using one of the following methods: (i) market value of the shares at the beginning of the accumulation period, (ii) market value of the shares on the award date (following the end of the accumulation period), or (iii) the lower of the amounts in (i) or (ii). Currently there is no accumulation period.

Partnership shares can be withdrawn from the SIP by the participant at any time, but there will be income tax and national insurance liabilities if the shares are withdrawn before five years.

Matching shares

The SIP provides that where employees buy partnership shares, they may be awarded additional shares by the Company on a matching basis, up to a current maximum of two matching shares for each partnership share (currently a one for one matching award up to £75 each month is offered).

Matching shares must be held in trust for a minimum of three years and will be free of income tax if held in trust for five years.

If a participant withdraws their corresponding partnership shares before the trustees have held them for three years, he will forfeit the linked matching shares. If the participant ceases to be employed within the minimum three year period (or within such shorter period as the Directors may decide) other than for a specified reason such as death, retirement, redundancy, injury or disability, or their employing company or business being sold out of the BAE Systems Group, their matching shares will be forfeited.

Dividends

The SIP provides that the Directors may permit any dividends paid on the free, partnership or matching shares to be re-invested in the purchase of additional shares, which must be held in the SIP for a period of three years.

Voting rights

Participants may be offered the opportunity to direct the trustees how to exercise the voting rights attributable to the shares held on their behalf. The trustees will not exercise the voting rights attributable to shares held on behalf of participants unless they receive the participants' instructions.

Dilution limits

Commitments to issue new shares may not, on any day, exceed 10% of the issued ordinary share capital of the Company in issue immediately before that day when added to the total number of ordinary shares which have been allocated in the previous 10 years under the SIP and any other employee share plan operated by the Company. This limit does not include rights to shares which have lapsed or been surrendered. The limit includes any shares transferred out of treasury but only for as long as the Association of British Insurers requires treasury shares to be included.

Operation of the SIP

Free shares are normally awarded within 42 days of full or half-year results.

Amendment provisions

The Company may amend the provisions of the SIP at any time. However, no alteration to the SIP regarding: (a) the participants; (b) the limits on the number of shares which may be issued under the SIP; (c) the individual limit; (d) the basis for determining a participant's entitlement to shares or cash under the SIP or the

adjustments of awards in the event of a variation of capital; and (e) the amendment rule, may be made to the advantage of participants without prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the SIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the SIP or for the Company or any other members of the BAE Systems Group).

The Directors may also, without shareholder approval, establish further plans based on the SIP, but modified to take account of overseas securities laws, exchange controls or tax legislation. New issue and treasury shares made available under such further plans will be treated as counting against any limits on individual or overall participation in the SIP.

General

Benefits under the SIP are not pensionable.

Attending the meeting electronically

For the 2022 AGM, BAE Systems plc will be enabling shareholders to attend the meeting electronically, should they wish to do so. This can be done by accessing online the following website: <https://web.lumiagm.com/154-791-916>.

This website is compatible with most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.

Logging In

On accessing this website, you will be prompted to enter your unique Shareholder Reference Number (SRN) and PIN which is the **first two** and **last two** digits of your SRN. This can be found printed on your Proxy Card or Shareholder Voting Instruction Card (if you received a hard copy AGM mailing) or on your email notification if you accessed this Notice electronically as a result of email notification by the Company.

Note: if you are first prompted to enter the meeting reference number, this is 154-791-916.

Access to the meeting via the website will be available from 10:00am on 5 May 2022. The meeting will start at 11.00am. Please note that your ability to vote on the resolutions will not be enabled until the Chairman of the AGM formally declares the poll open. Resolutions will not be put forward separately.

Watching and listening to the broadcast

An active internet connection is required in order to allow you to watch and listen to the broadcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting. As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software release.

User guide

A user guide on how to join the AGM through the Lumi AGM online platform is set out on page 13 which explains how to vote electronically on the resolutions and ask questions.

As stated above, your ability to vote on the resolutions will not be enabled until the Chairman of the AGM formally declares the poll open. Resolutions will not be put forward separately. The results of voting on the resolutions will be posted on the Company's website after the meeting.

During the meeting questions, which will be combined from different sources, will be moderated before being passed to the Chairman of the AGM to avoid repetition and ensure an orderly meeting. Please note that whilst we will endeavour to answer all questions posed, the moderation process may involve combining questions that are similar in nature.

Duly appointed proxies and corporate representatives

Duly appointed proxies and corporate representatives may attend the meeting electronically - to do so they should contact the Company's registrar, Equiniti by emailing hybrid.help@equiniti.com at least 24 hours before the meeting date and time to receive their unique SRN and PIN. *Please note that the Company's Registrar must first have received a valid Form of Proxy/Corporate Representative from your appointor before you can be provided with an SRN and PIN to attend the meeting electronically.*

BAE Systems plc AGM Online Guide



Meeting Access

Shareholders can participate the meeting remotely, via:
<https://web.lumiagm.com/154-791-916>

This can be accessed online using the latest version of Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone. On accessing the meeting platform, you will be asked to enter your unique SRN and PIN (which is the first two and last two digits of your SRN). Your SRN (Shareholder reference number) is shown on your proxy card, shareholder voting instruction card or email AGM notification, depending on how you received notification of the AGM.

Access to the Lumi platform will be available an hour prior to the start of the meeting. If you experience any difficulties, please contact Equiniti by emailing **hybrid.help@equiniti.com** stating your full name, postcode and Shareholder reference number (SRN), if known.



Broadcast

Once logged in, and at the commencement of the meeting, you will be able to follow the proceedings on your device.



Voting

Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received, there is no submit button.

To vote on all resolutions displayed select the “vote all” option at the top of the screen.

To change your vote, reselect your choice. To cancel your vote, select the “cancel” button. You will be able to do whilst the poll remains open and before the Chair announces its closure.



Q&A

Questions on the day can be submitted either as text via the Lumi messaging function or verbally via the Virtual Mic. Details of how to access the Virtual Mic will be provided on the day of the meeting, once you are logged into the Lumi platform.

To ask a questions via the Lumi Messaging function, select the messaging icon from within the navigation bar and type your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box.



Requirements

An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and view the Broadcast. It is the user’s responsibility to ensure you remain connected for the duration of the meeting.

As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software release.



Duly appointed proxies and corporate representatives

To receive your unique SRN and PIN please contact the Company’s registrar Equiniti by emailing: **hybrid.help@equiniti.com**. To avoid any delays accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time.

Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England and Wales).

Getting to Hall 5

By Road

Hall 5 is situated in Farnborough, Hampshire, to the south west of London, close to Junction 4 of the M3. From the A331, take the junction to Farnborough A3011 and follow the signposts for Farnborough A3011. At the Queen's Roundabout (junction of A3011/A325) take Government House Road, signposted for both the Farnborough Aerospace Centre and Exhibition Centre. Continue straight through the Aerospace Centre – Hall 5 is accessed through Gate F at the end of Aerospace Boulevard.

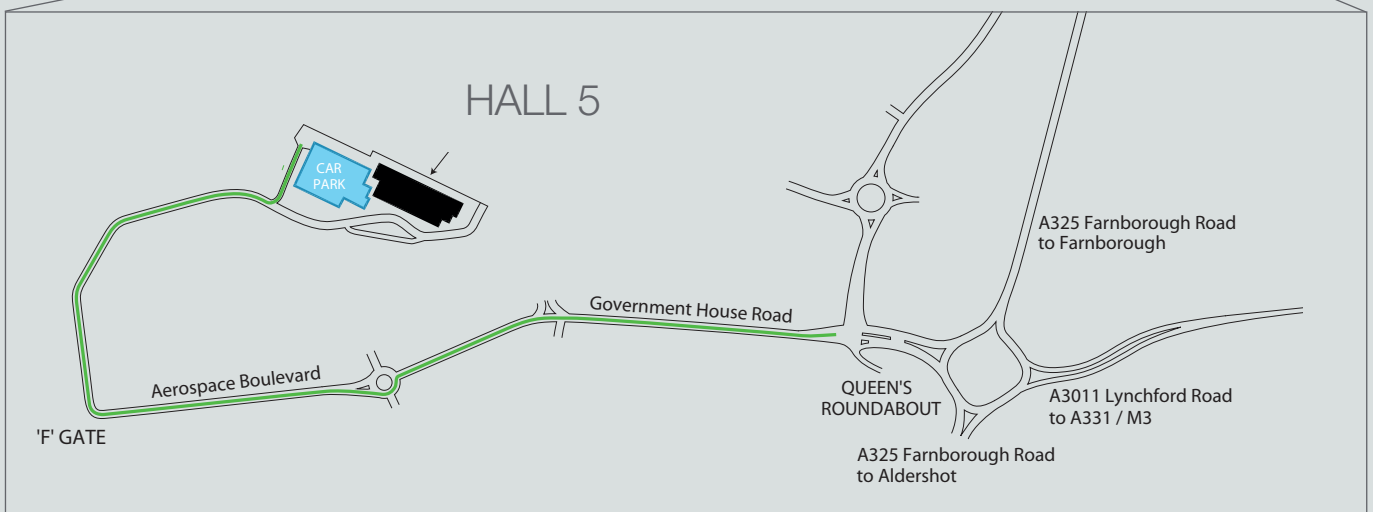
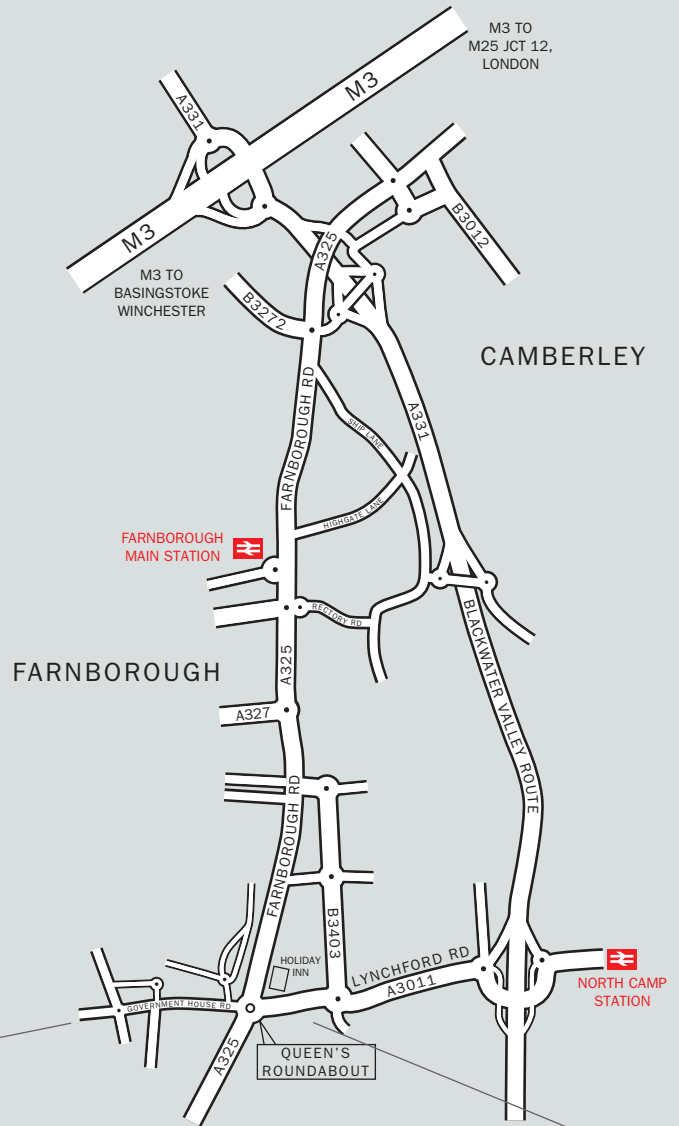
SatNav users should enter 'GU14 6TQ' for directions to Government House Road (Aerospace Boulevard) and follow the signs to Hall 5 via Gate F.

Free parking is available at Hall 5 in the designated car park.

By Rail

The main railway station in Farnborough is Farnborough Main. Other railway stations in the vicinity of Hall 5 include North Camp and Aldershot. Please visit www.nationalrail.co.uk or phone 03457 484950 for rail travel information.

AGM attendees will need to make their own way to the AGM venue from the railway station and vice versa at the end of the meeting.



[THIS PAGE HAS BEEN LEFT INTENTIONALLY BLANK]

[THIS PAGE HAS BEEN LEFT INTENTIONALLY BLANK]