No. 1470151

The Companies Act 2006

COMPANY LIMITED BY SHARES

BAE Systems plc

At an Annual General Meeting of the above-named Company duly convened and held at Park Centre, Farnborough Aerospace Centre, Farnborough, Hampshire, GU14 6XN on Thursday, 7th May 2020, the following resolutions were passed:

Ordinary Resolution:

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 2021 or at the close of business on 30 June 2021, whichever is the earlier, and for such period the Section 551 Amount shall be £26,720,106.

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

Special Resolutions:

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 £4,008,416.

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

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 320,673,347;

(b) the minimum price which may be paid for each share is 2.5p;

(c) the maximum price which may be paid for each share is the higher of (i) 105 per cent of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased, and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated by Regulatory Technical Standards adopted by the European Commission pursuant to article 5(6) of the EU Market Abuse Regulation;

(a) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2021 or, if earlier, at the close of business on 30 June 2021 (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.

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.

D.S. Parkes
Secretary