

*The Companies Act 1948 to 1983,
The Companies Act 1985 and 1989
and The Companies Act 2006*

Memorandum of Association

*(Amended by Special Resolutions passed
on 2nd January, 1981, 1st May 1996, 4th May, 2000 and 6th May 2009)*

of

BAE SYSTEMS plc

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
J B EVANS, 21 Hazelbury Road, London, SW6 2NA Civil Servant	Four
JOHN McELHERAN, 131 Dora Road, London SW19 7JT Civil Servant	Three
Total shares taken	Seven

Dated 6th December, 1979
Witness to the above Signatures -
PENNY WALTERS,
8 Coombs Street,
Islington,
London, N 1
Civil Servant