

BAE SYSTEMS plc

POLL RESULTS FOR AGM 2014

BAE Systems plc announces that all resolutions were passed by the requisite majorities on a poll at the Company's Annual General Meeting held on 7 May 2014.

ORDINARY RESOLUTIONS	VOTES FOR	% VOTES FOR ¹	VOTES AGAINST	TOTAL VOTES VALIDLY CAST	% OF ISSUED SHARE CAPITAL VOTED ^{1,2,3}	VOTES WITHHELD ²
Resolution 1: Report and Accounts	2,314,817,918	99.86	3,220,564	2,318,038,482	73.26	5,011,009
Resolution 2: Remuneration Policy	2,141,307,622	92.95	162,437,084	2,303,744,706	72.81	19,304,785
Resolution 3: Directors' Remuneration Report	2,159,108,550	93.23	156,853,937	2,315,962,487	73.19	7,087,004
Resolution 4: Payment of final dividend	2,312,935,744	99.78	5,198,193	2,318,133,937	73.26	4,915,554
Resolution 5: Re-election of Paul Anderson	2,312,644,486	99.79	4,935,998	2,317,580,484	73.24	5,469,007
Resolution 6: Re-election of Harriet Green	2,271,725,406	98.65	31,143,352	2,302,868,758	72.78	20,180,733
Resolution 7: Re-election of Ian King	2,312,664,308	99.77	5,254,386	2,317,918,694	73.25	5,130,797
Resolution 8: Re-election of Peter Lynas	2,311,179,998	99.71	6,675,265	2,317,855,263	73.25	5,194,228
Resolution 9: Re-election of Paula Rospot Reynolds	2,292,329,933	99.50	11,547,986	2,303,877,919	72.81	19,171,572

ORDINARY RESOLUTIONS	VOTES FOR	% VOTES FOR ¹	VOTES AGAINST	TOTAL VOTES VALIDLY CAST	% OF ISSUED SHARE CAPITAL VOTED ^{1,2,3}	VOTES WITHHELD ²
Resolution 10: Re-election of Nicholas Rose	2,266,339,771	97.78	51,498,274	2,317,838,045	73.25	5,211,446
Resolution 11: Re-election of Carl Symon	2,265,999,165	97.76	51,837,108	2,317,836,273	73.25	5,213,218
Resolution 12: Election of Sir Roger Carr	2,311,431,612	99.72	6,404,688	2,317,836,300	73.25	5,213,191
Resolution 13: Election of Jerry DeMuro	2,311,248,862	99.72	6,556,163	2,317,805,025	73.25	5,244,466
Resolution 14: Election of Christopher Grigg	2,312,793,903	99.78	4,990,318	2,317,784,221	73.25	5,265,270
Resolution 15: Election of Ian Tyler	2,219,761,620	96.39	83,030,352	2,302,791,972	72.78	20,257,519
Resolution 16: Appointment of Auditors	2,276,396,496	98.21	41,557,526	2,317,954,022	73.26	5,095,469
Resolution 17: Auditors' remuneration	2,298,263,222	99.15	19,688,226	2,317,951,448	73.26	5,098,043
Resolution 18: Political donations	2,218,093,018	95.71	99,305,784	2,317,398,802	73.24	5,650,689
Resolution 19: Long-term Incentive Plan 2014	2,166,133,007	93.52	150,120,947	2,316,253,954	73.20	6,795,537
Resolution 20: Authority to allot new shares	1,934,394,209	84.26	361,382,234	2,295,776,443	72.55	27,273,048

SPECIAL RESOLUTIONS	VOTES FOR	% VOTES FOR¹	VOTES AGAINST	TOTAL VOTES VALIDLY CAST	% OF ISSUED SHARE CAPITAL VOTED^{1,2,3}	VOTES WITHHELD²
Resolution 21: Disapplication of pre-emption rights	2,165,025,060	93.41	152,671,287	2,317,696,347	73.25	5,353,144
Resolution 22: Authority to purchase own shares	2,314,883,972	99.86	3,141,655	2,318,025,627	73.26	5,026,864
Resolution 23: Notice of general meetings	2,153,202,387	92.89	164,811,914	2,318,014,301	73.26	5,035,189

Notes:

1. The percentages above are rounded to two decimal places.
2. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes "for" and "against" a resolution.
3. The number of ordinary shares in issue on the share register at 6.00pm on 5 May 2014 was 3,485,558,758, of which the Total Voting Rights figure was 3,164,204,041.

Copies of resolutions 18 – 23, being resolutions other than resolutions concerning ordinary business passed by the Company at the above AGM, have been submitted to the National Storage Mechanism and will shortly be available for inspection at www.morningstar.co.uk/uk/nsm

7 May 2014