

Notice of Annual General Meeting 2025



Dear Shareholder,

I am pleased to invite you to our 2025 Annual General Meeting (“AGM”). Last year, we evolved our AGM format with the aim of easing participation for all shareholders and providing a more inclusive meeting. We hope this year’s AGM, which will follow the same format, is equally as successful.

As with last year, I will be participating online with my fellow Board members. We look forward to sharing an update on the Group’s progress, answering your questions, and voting on the resolutions contained in this Notice of Meeting. As the meeting will be optimised for an online experience, we will not be present in person and we encourage you to join the meeting online as well. If you choose to attend in person, we will have a room available in Farnborough, Hampshire, which will be connected electronically to the meeting. Please see page 13 for details.

The AGM will be held on **Wednesday 7 May 2025 at 09.30am** (UK time) and the business of the meeting is explained in this Notice of Meeting.

On the day, shareholders can access the meeting via the following link: **<https://meetings.lumiconnect.com/100-876-520-326>**

Please see the online guide on pages 11 to 12 for information on how to participate in the meeting using the Lumi electronic platform. Access will be available 30 minutes before the meeting starts.

The resolutions in this Notice of Meeting are an important part of the Company’s governance and I would encourage each of you to vote, whether you can participate in the meeting or not.

Thank you for your ongoing support of BAE Systems.

Cressida Hogg CBE
Chair

Voting by proxy

You can 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 can do so via the Company’s registrar, Equiniti’s website at **www.shareview.co.uk** using your Shareholder Reference Number.
- By post – if you received the 2024 Report and 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. Voting by proxy in advance of the meeting will not preclude you from voting at the meeting.

If you are voting by proxy online or by post, your votes must be registered by no later than 9.30 am on Friday 2 May 2025 (See the General Notes on page 14 for details).

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 2025 Annual General Meeting (“AGM”) of BAE Systems plc (the “Company”) will be held at 9:30am on Wednesday, 7 May 2025 on the Lumi online platform and at Hall 1, Farnborough International Exhibition and Conference Centre, Farnborough, Hampshire GU14 6TQ for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, of which resolutions 22 to 25 (inclusive) will be proposed as special resolutions and all other resolutions will be proposed as ordinary resolutions.

RESOLUTION 1 – Annual Report and Accounts

THAT the Annual Report and Accounts of the Company for the year ended 31 December 2024 (the “2024 Annual Report”), together with the Directors’ report and the Auditors report on those accounts, be and are hereby received.

RESOLUTION 2 – Approval of the Directors’ Remuneration Report

THAT the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration (as set out on pages 94 to 125, excluding pages 101 to 107, of the 2024 Annual Report) be and are hereby approved.

RESOLUTION 3 – Approval of the Directors’ Remuneration Policy

THAT the Remuneration Policy section of the Remuneration Report (as set out on pages 101 to 107 of the 2024 Annual Report) be and is hereby approved.

RESOLUTION 4 – Dividend declaration

THAT the final dividend for the year ended 31 December 2024 of 20.6 pence per ordinary share be and is hereby declared payable on 2 June 2025 to Ordinary Shareholders whose names appeared on the Register of Members at the close of business on 22 April 2025.

RESOLUTION 5 – Re-election of director

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

RESOLUTION 6 – Re-election of director

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

RESOLUTION 7 – Re-election of director

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

RESOLUTION 8 – Re-election of director

THAT Angus Cockburn be and is hereby re-elected a Director of the Company.

RESOLUTION 9 – Re-election of director

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

RESOLUTION 10 – Re-election of director

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

RESOLUTION 11 – Re-election of director

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

RESOLUTION 12 – Re-election of director

THAT Cressida Hogg be and is hereby re-elected a Director of the Company.

RESOLUTION 13 – Re-election of director

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

RESOLUTION 14 – Re-election of director

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

RESOLUTION 15 – Re-election of director

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

RESOLUTION 16 – Re-election of director

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

RESOLUTION 17 – Re-appointment of the Auditors

THAT Deloitte LLP be and is hereby re-appointed Auditor of the Company to hold office until the next annual general meeting of the Company.

RESOLUTION 18 – Authority to agree Auditors’ remuneration

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

RESOLUTION 19 – Political Donations and expenditure

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 2026 or close of business on 30 June 2026:
 - (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 20 – Amending the rules of the BAE Systems plc Long-Term Incentive Plan 2023

THAT the amendments to the rules of the BAE Systems plc Long-term Incentive Plan 2023 (the "LTIP"), as described in this Notice of Annual General Meeting and a copy of which (incorporating the proposed changes) is produced to the AGM and initialled by the Chair for the purposes of identification, be and are hereby approved and the Directors of the Company be authorised to do all acts and things they consider necessary or expedient to implement and give effect to the amended LTIP.

RESOLUTION 21 – 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 2026 or at the close of business on 30 June 2026, whichever is the earlier, and for such period the Section 551 Amount shall be £24,814,834.

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

RESOLUTION 22 – Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 21 above, the power conferred on the Directors by Article 8(B)(ii) of the Company's current Articles of Association be renewed for the period referred to in such Resolution and for such period the Section 561 Amount shall be £3,759,823.

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

RESOLUTION 23 – 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 300,785,866;

(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 trading venue where the purchase is carried out;

(d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2026 or, if earlier, at the close of business on 30 June 2026 (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 24 – 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.

RESOLUTION 25 – Amendments to the Articles of Association

THAT the Articles of Association of the Company be and are hereby amended so that they shall be in the form of the amended Articles of Association produced to the meeting and initialled by the Chair of the meeting for the purpose of identification.

By Order of the Board

Anthony Clarke
Company Secretary
BAE Systems plc

18 March 2025

Explanatory notes on resolutions**Resolution 1 – Receipt of the Report and Accounts**

The Directors will lay before the shareholders the 2024 Annual Report, together with the Directors' report and the Auditor's report to the accounts contained therein.

Resolution 2 – Approval of Directors' Remuneration Report

The statement by the Remuneration Committee Chair and the Annual Remuneration Report (as set out on pages 94 to 125, excluding pages 101 to 107, of the 2024 Annual Report) is being put to the shareholders at the AGM. This vote is advisory and the Directors' entitlement to receive remuneration is not conditional upon the resolution being passed by shareholders. As required by the Companies Act 2006, an ordinary resolution to approve the Annual Remuneration Report (excluding the Directors' Remuneration Policy) is proposed at the AGM.

As required by regulation, the statement by the Chair 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

Remuneration Policy has been implemented and sets out payments made in the financial year ended 31 December 2024.

Resolution 3 – Approval of the Directors' Remuneration Policy

All UK quoted companies are required by law to seek binding shareholder approval of their Directors' Remuneration Policy at least every three years. Shareholders are requested to approve the proposed Directors' Remuneration Policy which is set out on pages 101 to 107 of the 2024 Annual Report. If approved, the proposed Directors' Remuneration Policy will apply with effect from the date of the AGM (and replace the current policy which was last approved in 2023).

The statement by Nicole Piasecki, Chair of the Remuneration Committee, on pages 94 to 97 of the 2024 Annual Report gives further context to and rationale for seeking approval for the proposed policy at this time and page 101 of the 2024 Annual Report highlights the differences between the proposed Directors' Remuneration Policy and the version approved in 2023 and the rationale for the proposed changes.

Resolution 4 – Dividend declaration

A final dividend can only be paid following approval by shareholders at a general meeting. A final dividend of 20.6 pence per ordinary share for the financial year ended 31 December 2024 is recommended by the Directors for payment to shareholders who are on the register of members as at close of business on 22 April 2025. If approved, the date of payment of the final dividend will be 2 June 2025.

Resolutions 5-16 – Directors Standing for Re-election

The UK Corporate Governance Code (the “Code”) recommends that all Directors stand for annual election by shareholders. In line with this and the Company’s Articles of Association, all directors will retire at the AGM, and seek reappointment by shareholders.

The biographies of those offering themselves for re-election is set out on pages 6 to 8, and separate resolutions will be proposed for each re-election.

The Chair has confirmed that, based on the formal performance evaluations undertaken at the end of 2024 and the beginning of 2025, 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 on pages 6 to 8 summarise the skills, competence and experience of each of the Directors and highlight their individual contributions to the Board and their composite expertise. It is the view of the Board that these illustrate why each Director’s contribution is, and continues to be, important to the Company’s long-term sustainable success.

Resolution 17 – Re-appointment of the Auditors

This resolution proposes the re-appointment of the Company’s existing Auditor, Deloitte LLP, following the assessment of the effectiveness, independence and objectivity of the Auditor undertaken by the Audit and Risk Committee.

Resolution 18 – Authority to agree Auditors’ remuneration

The remuneration of the Auditor must be fixed by the Company in a general meeting or in such manner as the Company may determine in a general meeting. This proposes to give authority to the Audit and Risk Committee to determine the Auditor’s remuneration.

Resolution 19 – Political Donations and 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 12-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 any political donations or incur political expenditure within the normal understanding of those terms and the Company has no intention of altering this policy. However, the definitions of ‘political donation’ and ‘political expenditure’ within the UK Companies Act 2006 are very wide and potentially capture activities that would not be ordinarily considered to be such but form part of the Company’s usual business engagement with key stakeholders and allow the Company to participate in public debate and opinion-forming on

matters which affect its business. Accordingly, 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 AGM to the conclusion of next year’s Annual General Meeting or close of business on 30 June 2026, whichever is earlier, up to a maximum aggregate amount of £100,000.

Resolution 20 – Amending the rules of the BAE Systems plc Long-Term Incentive Plan 2023

The Long-Term Incentive Plan 2023 (“LTIP”) is a discretionary long-term employee share incentive arrangement. The Directors propose that shareholders approve amendments to the LTIP, which are in line with the proposed new Directors’ Remuneration Policy that is also being submitted for shareholder approval at the AGM (Resolution 3). The terms of the LTIP remain substantially the same as the version approved by shareholders at the 2023 Annual General Meeting, save for (1) an update to the individual limit for awards to permit a “Performance Award” of up to 500% (previously 440%) of an employee’s annual basic salary; (2) the expiry date of the LTIP being amended to be the 10th anniversary of the AGM (instead of the 2023 Annual General Meeting); and (3) certain other minor amendments not requiring shareholder approval including the deletion of an obsolete provision which applied to awards granted prior to 10 May 2017 and the name of the plan being changed to the BAE Systems plc Long-term Incentive Plan 2025.

A copy of the proposed amended LTIP will be available for inspection at the place of the AGM from 09:15am until the close of the meeting. The proposed amended LTIP has also been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Resolution 21 – Authority to allot shares

The purpose of Resolution 21 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 £24,814,834 which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 13 March 2025, the latest practicable date prior to publication of this Notice.

At 13 March 2025, the Company held 181,479,571 treasury shares which represents approximately 6.03 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 conclusion of the Annual General Meeting in 2026 and the close of business on 30 June 2026.

Resolution 22 – Disapplication of pre-emption rights

Resolution 22 is a special resolution. 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 22 is to authorise the Directors to allot new ordinary shares and other equity securities pursuant to the authority given by Resolution 21 or sell treasury shares, for cash (a) in connection with a pre-emptive offer and (b) otherwise up to a nominal value of £3,759,823 equivalent to approximately five per cent of the total issued ordinary share capital of the Company exclusive of treasury shares, and 4.72 per cent of the total issued ordinary share capital of the Company inclusive of treasury shares, as at 13 March 2025, without the shares first being offered to existing shareholders in proportion to their existing holdings.

The Board considers the authority requested by Resolution 22 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 2026 and the close of business on 30 June 2026.

Resolution 23 – Authority to purchase own shares

Resolution 23 is a special resolution. 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 trading venue where the purchase is carried out.

The number of ordinary shares which may be acquired pursuant to the authority is up to an aggregate of 300,785,866 ordinary shares, this being approximately 10 per cent of the issued ordinary share capital of the Company (exclusive of treasury shares) as at 13 March 2025, the latest practicable date prior to the publication of this Notice. As at 13 March 2025 there were 267,873,525 options to subscribe for ordinary shares outstanding, representing 8.91 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 10.07 per cent of the Company's issued ordinary share capital (excluding treasury shares).

This authority will last until the earlier of the conclusion of the Company's Annual General Meeting in 2026 and the close of business on 30 June 2026.

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 2 August 2023 an on-market share repurchase programme of up to £1.5 billion. Share repurchases under this programme, which commenced on 25 July 2024 and is ongoing, are currently being made pursuant to the share buyback authority granted by the shareholders at the 2024 AGM. The shares bought back under this authority have been cancelled. In line with previous years, the Company wishes to renew this authority at the 2025 AGM. Subject to renewal of the share buyback authority at the 2025 AGM, it is intended that the current £1.5 billion share buyback programme will continue and that shares repurchased will continue to be cancelled.

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 the 2024 Annual Report, 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.

Resolution 24 – Notice of general meetings

Resolution 24 is a special resolution. Under the Companies Act the notice period required for general meetings of the Company is 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.

At the 2024 Annual General Meeting of the Company, shareholders approved the calling of meetings other than an AGM on not less than 14 clear days' notice. Resolution 24 seeks approval of the renewal of this authority which will be effective until the Company's next Annual General Meeting in 2026, 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.

Resolution 25 – Amendments to the Articles of Association

Resolution 25 is a special resolution. It proposes to amend the Articles of Association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles"), primarily to reflect changes in market practice. The Current Articles were adopted by shareholders in 2021. The New Articles will become effective on the resolution being passed.

The principal changes introduced in the New Articles are summarised in Appendix 1.

Directors' Biographies¹

Nick Anderson – Non-executive director

Tenure: 4 years and 3 months

Nationality: UK/US

Skills, competence and experience: As the former Group Chief Executive of a FTSE 100 industrial engineering company, Nick has a proven track 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.

During his ten-year tenure as Group Chief Executive of Spirax Group plc, Nick oversaw the company's successful global expansion. Prior to joining Spirax Group plc, he was Vice-President of John Crane Asia Pacific and President of John Crane Latin America, part of Smiths Group plc.

Outside commitments on listed companies:

- Non-executive director of The Weir Group plc
- Non-executive director of Spectris plc

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.

Tenure: 4 years and 10 months

Nationality: US

Skills, Competence, and Experience: Tom was appointed to the Board on 1 April 2020, and serves 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. Before becoming President and Chief Executive Officer of BAE Systems, Inc., he held 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. Tom is a member of the Executive committee of the Aerospace Industries Association.

Outside commitments on listed companies:

- None

Crystal E. Ashby – Non-executive director

Tenure: 3 years and 10 months

Nationality: US

Skills, competence and experience: Crystal has held several senior leadership roles in the energy and healthcare sectors, as well as considerable experience in government affairs, and legal and regulatory matters. Throughout her executive career, Crystal held various senior leadership roles at BP America Inc., culminating with her appointment as Executive Vice President of Government and Public Affairs and Strategic University Partnerships, and membership on its Americas Leadership Team. She was previously Executive Vice President, Chief People Officer, DEI and

Communications Officer of the US health insurance company, Independence Blue Cross.

Crystal is a Fellow of the National Association of Corporate Directors as well as a member of the International Women's Forum and American Bar Association.

Outside commitments on listed companies:

- None

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

Angus Cockburn – Non-executive director

Tenure: 1 years and 3 months

Nationality: UK

Skills, competence and experience: Angus was previously the Group Chief Financial Officer of Serco Group plc and, before that, the Chief Financial Officer of Aggreko plc. He is also a former non-executive director of GKN plc, Howdens Joinery Group PLC and Global Income & Growth Trust.

Angus holds an MBA from Switzerland's IMD Business School, he is also an Honorary Professor at the University of Edinburgh and a member of the Institute of Chartered Accountants of Scotland.

Outside commitments on listed companies:

- Chair of James Fisher & Sons plc
- Senior Independent Director and Chair of the Audit Committee of Ashtead Group plc

Committee membership: Environmental, Social and Governance Committee, Audit and Risk Committee, Nominations Committee and Remuneration Committee.

Dame Elizabeth Corley CBE – Non-executive director

Tenure: 9 years.

Nationality: UK.

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 Morgan Stanley Inc. and 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 Chair Emeritus of the Impact Investment Institute, an acclaimed writer, and a Fellow of the Royal Society for the encouragement of Arts, Manufactures and Commerce.

At the date of the publication of this report, Dame Elizabeth Corley will have served nine years on the Board as an independent non-executive director (having joined the Board in February 2016).

Outside commitments on listed companies:

- Chair of Schroders plc.

Committee membership: Innovation and Technology Committee, Nominations Committee and Remuneration Committee.

¹ Information on these pages is provided as at the date of the Notice.

Brad Greve – Chief Financial Officer

Tenure: 4 years and 10 months

Nationality: UK/US

Skills, competence and experience: Brad joined BAE Systems in 2019 as Group Finance Director Designate and became a Board member on 1 April 2020. He is a highly experienced executive with deep financial and operational management experience, gained during a career in excess of 30 years 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 US.

Outside commitments on listed companies:

- None

Dr Jane Griffiths – Non-executive director

Tenure: 4 years and 10 months

Nationality: UK

Skills, competence and experience: Jane has experience in leading high technology businesses and international corporate leadership. 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 is a former non-executive director of Johnson Matthey plc. She has also previously served as Company Group Chair of Janssen EMEA, Johnson & Johnson'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.

Outside commitments on listed companies:

- None

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

Cressida Hogg CBE – Chair

Tenure: 2 years and 3 months (appointed to the Board in November 2022, appointed Chair in May 2023)

Nationality: UK

Skills, competence and experience: Cressida was appointed Chair of BAE Systems plc in May 2023, having joined the Board as a non-executive director and Chair designate in November 2022. She previously had a successful executive career, spent largely with 3i Group, where she gained a deep understanding of large long-term infrastructure projects and businesses, gaining international experience whilst working in various countries including the US, Canada, India, Australia, and the Middle East. Cressida was awarded a CBE in 2014 for services to infrastructure investment and policy.

Outside commitments on listed companies:

- Senior Independent Director of London Stock Exchange Group plc

Committee membership: Chair of the Nominations Committee.

Dr Ewan Kirk – Non-executive director

Tenure: 3 years and 8 months

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, Ewan founded Cantab Capital Partners, a science-driven investment management firm, which was acquired by GAM Investments in 2016 and is 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.

In 2023, Ewan became the first Royal Society Entrepreneur in Residence at the Cambridge University at the Centre for Mathematical Sciences. He 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.

Outside commitments on listed companies:

- None

Committee membership: Chair of the Innovation and Technology Committee and member of the Audit and Risk Committee, Nominations Committee and Remuneration Committee.

Stephen Pearce – Non-executive director

Tenure: 5 years and 8 months

Nationality: AU

Skills, competence and experience: Stephen has over 20 years' experience as a director of public companies, as well as over 30 years of financial and commercial experience in the mining, oil and gas, and utilities industries. He has held a range of leadership roles, most notably serving as Finance Director of Anglo American plc for over six years. He previously served as CFO and as an executive director of Fortescue Metals Group Limited from 2010 to 2016.

Stephen 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.

Outside commitments on listed companies:

- Non-executive director of South32 Limited
- Non-executive director of Ampol Limited

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

Nicole Piasecki – Non-executive director and Senior Independent Director

Tenure: 5 years and 8 months

Nationality: US

Skills, competence and experience: Nicole was appointed Senior Independent Director on 1 January 2024. She 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 & Strategic Integration for Boeing's commercial aircraft business, and President of Boeing Japan.

Nicole formerly served on the Federal Aviation Authority's Management Advisory Board, the American Chamber of Commerce in Japan, the US Department of Transportation's Future of Aviation Advisory Committee and the Federal Reserve Bank of San Francisco's Seattle branch. She is a former director of Howmet Aerospace Inc.

Outside commitments on listed companies:

- Non-executive director of BWX Technologies, Inc.
- Non-executive director of Weyerhaeuser Company

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

Dr Charles Woodburn CBE – Chief Executive

Tenure: 8 years and 9 months

Nationality: UK

Skills and experience: Charles joined BAE Systems in May 2016 as Chief Operating Officer and became Chief Executive on 1 July 2017. He is an experienced business leader with over 27 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, and before that, he spent 15 years with Schlumberger holding a number of senior management positions in Asia, Australia, Europe and the US.

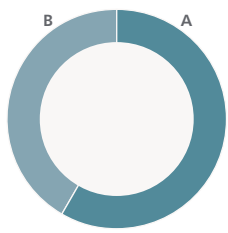
Charles is a Fellow of the Royal Academy of Engineering and was awarded a CBE in 2023 for services to international trade and skills.

Outside commitments on listed companies:

- None

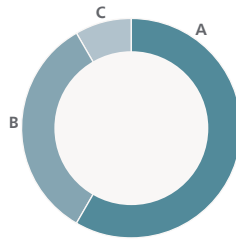
Board information

GENDER



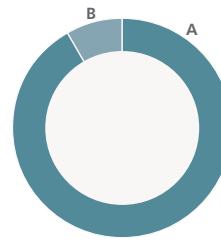
A	Male	7
B	Female	5

NATIONALITY



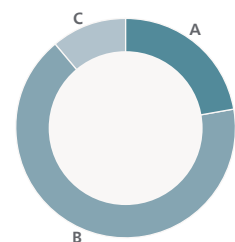
A	UK	7
B	US	4
C	Australia	1

ETHNICITY



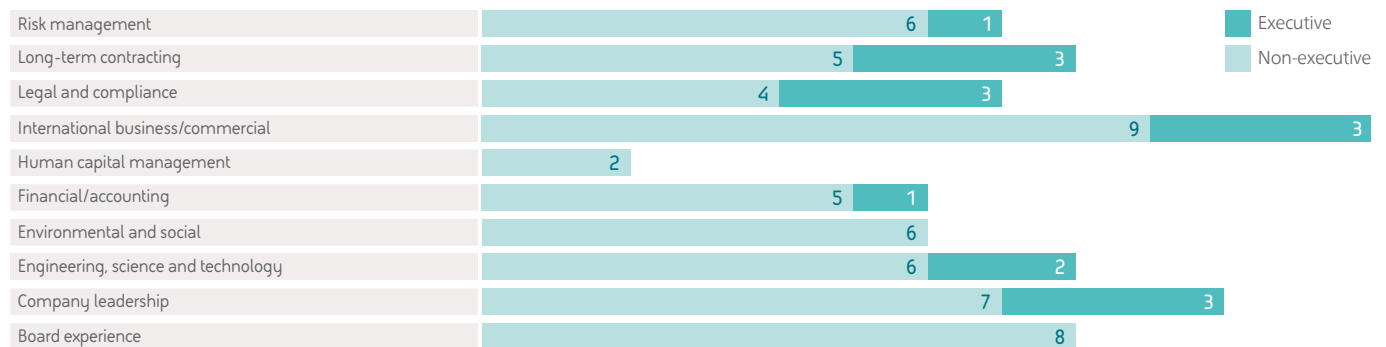
A	White British or other White (including minority White groups)	11
B	Black/African/Caribbean/Black British	1

TENURE (independent non-executive directors)



A	Up to three years	2
B	Over three and up to six years	6
C	Over six years	1

Skills and experience



Director Independence

Dame Elizabeth Corley was appointed to the Board on 1 February 2016 and has been on the Board for nine years. To manage the evolution and skills profile of the Board, the search for new Non-Executive Directors is well advanced. Dame Elizabeth Corley is the most experienced Non-Executive Director and to ensure that the Company can benefit from her deep understanding of the Group during this year's strategic review, the Board proposes the extension of her tenure until the end of 2025 at the latest (subject to shareholder approval at the 2025 AGM). This will also facilitate a smooth transition for her committee memberships.

During conversations on Board succession, the length of service of the Board as a whole and how best to ensure that we retained the right balance of skills, experience and knowledge was considered. The Board also specifically considered the tenure of Dame Elizabeth Corley along with the importance of independence of mind and objective judgement from Non-Executive Directors. The Board reflected on the insightful perspectives Dame Elizabeth Corley provides based on her corporate memory, which coupled with her external background and knowledge enriches Board discussions. The Board is in unanimous agreement that it considers that Dame Elizabeth Corley to be independent.

On 24 February 2025, Dame Elizabeth Corley stepped down from the Audit and Risk Committee and ESG Committee. On the same date, Ewan Kirk joined the Audit and Risk Committee and Angus Cockburn joined the Environmental, Social and Governance Committee.

Appendix 1 – Further information and Explanatory notes regarding amendments to the Company's Articles of Association

1. Untraced shareholders (Article 32 of the New Articles)

The New Articles have modified the provisions in relation to untraced shareholders to bring these provisions more in line with evolving market practice. The New Articles reduce the time period after which the Company is entitled to sell the shares of an untraced shareholder. The relevant period is reduced from twelve years to six years after the Company first either becomes unable to pay, or by the provisions within the Articles stops paying dividends, or other amounts payable on the shares to the relevant shareholder. As such, consequential amendments have been also made to Article 109(B) (Unclaimed dividends) for consistency.

2. Quorum (Article 39 of the New Articles)

The New Articles amend the provision relating to the quorum at general meetings. The quorum for general meetings has been reduced from five to two members to bring this in line with market practice. Certain other amendments have been made to the provisions relating to General Meetings for clarification purposes.

3. Written Resolutions (Article 90 of the New Articles)

The New Articles enable a written resolution of the Board to be adopted when a majority of Directors who would have been entitled to vote have signed or indicated agreement to the resolution in writing. This is subject to the usual Board meeting quorum restrictions and written notice of such resolution must have been provided to all Directors entitled to receive notice. The Board considers these amendments necessary to provide flexibility and facilitate decision making at the Board level.

4. Payment of Dividends (Article 111 of the New Articles)

The New Articles provide greater detail on the provisions relating to payments of dividends in line with market practice. The New Articles set out when the Company may cease to make payment and start to make reasonable enquiries to establish a new postal address or payment details for the shareholder. The New Articles contain additional provisions to enable the Company to recommence payment of dividends, if requested in writing and payment details requested by the Company have been provided. The intention behind this change is to assist the Company with efficient administration.

5. Notices where no registered address is given (Article 120 of the New Articles)

The New Articles allow the Company to stop sending notices to a shareholder once notices, or other documents sent by the Company, have been returned undelivered. There is no specified time period but the New Articles provide greater clarity on when documents would be considered undelivered. The shareholder will be entitled to receive notices once they have supplied a new postal or electronic address. The previous requirement to provide an address in the UK has been removed, in line with market practice.

There are no changes, other than very minor consistency changes or similar, proposed to the provisions relating to the Special Share held by the Department for Business and Trade (Article 11), United Kingdom Control requirement (Article 33) or nationality requirements for the Board (Article 63).

Other changes, which are of a minor, technical or clarifying nature, have not been noted. The New Articles also reflect current statutory and regulatory rules and redundant provisions (including some provisions which duplicated powers contained in the Companies Act 2006) have been removed. A copy of the New Articles showing all the changes to the Current Articles is available for inspection, as detailed below.

A copy of the Current Articles and a copy marked to show the differences between those and the New Articles as proposed to be adopted pursuant to resolution 25, will be available for inspection from the date of this Notice and up to the time of the AGM at the registered office of the Company during the usual business hours and at the place of the AGM from 09:15am until the close of the meeting. The New Articles has also been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Subject to shareholder approval, the New Articles will also be available at <https://investors.baesystems.com/corporate-governance/board-governance> following the conclusion of the AGM.

Meeting access

To access the meeting:

- (a) Visit <https://meetings.lumiconnect.com/100-876-520-326>. This can be accessed online using the latest version of Chrome, Firefox and Edge on your PC, laptop, tablet or smartphone. Please note the internet browsers Safari and Internet explorer are not compatible.

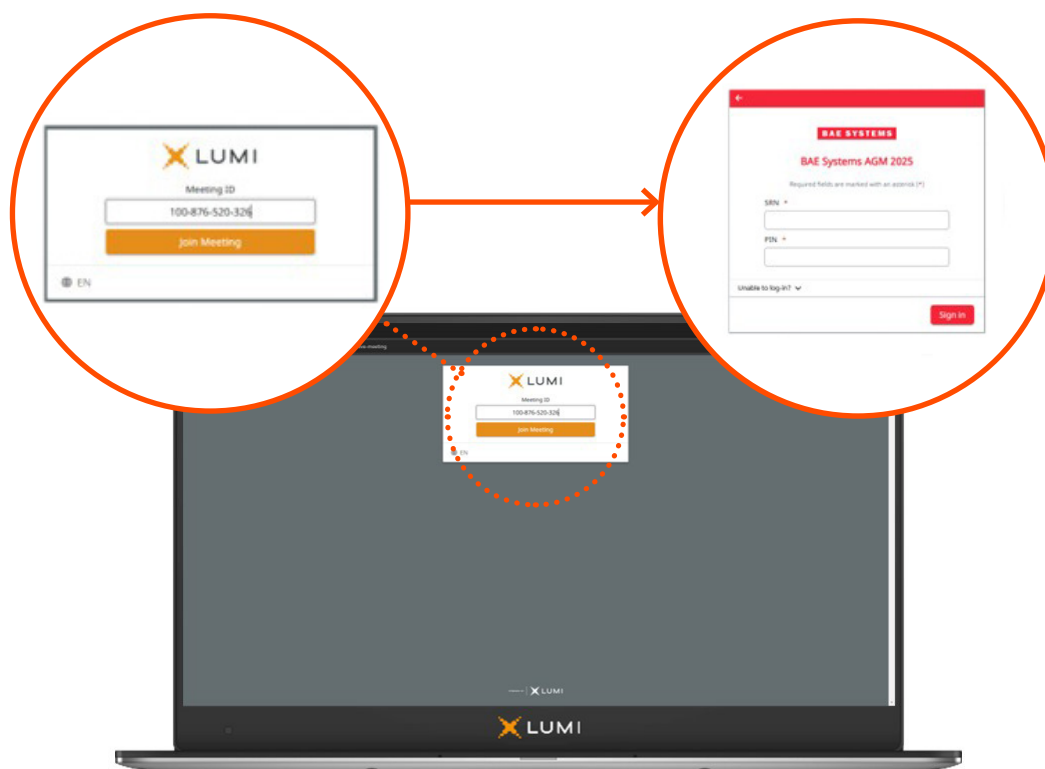
You may be prompted to enter the Meeting ID: **100-876-520-326**. You will then be required to enter a login which is your:

- (b) **Shareholder Reference Number (SRN)**; and
 (c) **PIN (being the first two and last two digits of your SRN)**.

Your personalised SRN is printed on your form of proxy or notice of availability. If you are unable to access your SRN and PIN, please contact the Company's registrar, Equiniti, using the details set out at the bottom of this page.

Duly appointed proxies and corporate representatives:

Following receipt of a valid appointment 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 09:00 to 17:00 (UK time) Monday to Friday (excluding public holidays in England and Wales).



If you are unable to access your 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.

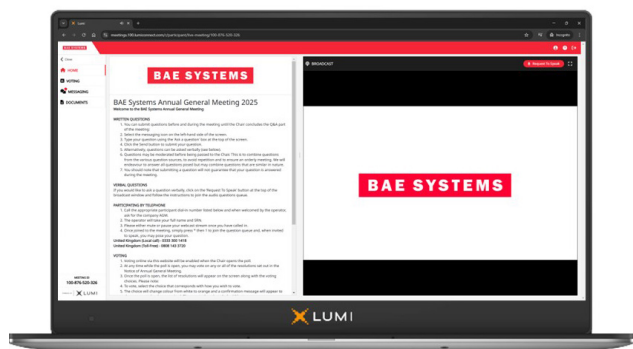
Mailboxes are monitored 09:00 to 17:00 (UK time) Monday to Friday (excluding public holidays in England and Wales).

Requirements

An active internet connection is required at all times in order to participate in the meeting. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

Webcast

The live webcast will include the Question and Answer session with digitally attending shareholders. The webcast will also be broadcast to interested parties via the BAE Systems website.

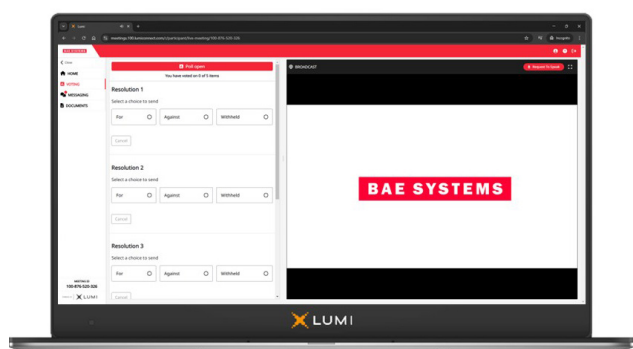


Broadcast

If you are viewing the meeting on a mobile device and you would like to listen to the broadcast, press the broadcast icon at the bottom of the screen. If you are viewing the meeting on a computer, the broadcast will appear at the side automatically once the meeting has started.

Documents

Meeting documentation can be found within the documents tab in the navigation bar. Documents can be read within the platform.

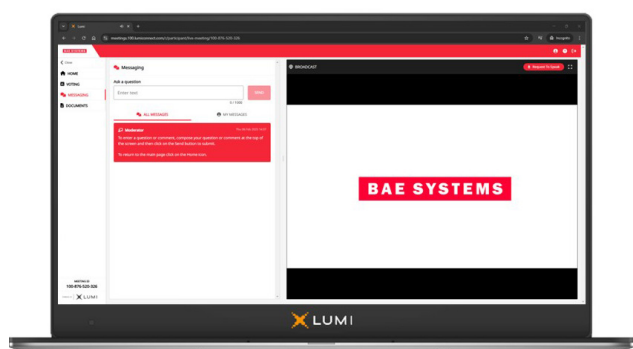


Voting

Once the voting has opened at the start of the AGM, the polling icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received. To change your vote, simply select another direction. If you wish to cancel your vote, please press Cancel.

Once the Chair has opened voting, you can vote at any time during the meeting until the Chair closes the voting on the resolutions. At that point your last choice will be submitted. You will still be able to send messages and view the webcast whilst the poll is open.



Questions

Questions for the Board can be submitted to the Board on the day through the Lumi platform. Questions on the day can be submitted either as text via the Lumi messaging function or verbally via the teleconference. Details of how to access the teleconference will be provided on the day of the AGM once you are logged into the Lumi platform.

Questions will be moderated before being sent to the Chair. This is to avoid repetition and ensure the smooth running of the meeting. If multiple questions on the same topic are received, the Chair may choose to provide a single answer to address shareholder queries on the same topic.

Attending the BAE Systems 2025 AGM in person

Venue

As the meeting will be optimised for an online experience, neither the Board nor management will be present in person and will instead take part in the AGM electronically. Consequently the Board will not be available to meet shareholders after the AGM.

Shareholders are encouraged to join the AGM electronically and participate via the online platform. However, for those shareholders who still wish to attend in person, a room will be provided in Hall 1, Farnborough International Exhibition and Conference Centre, Farnborough, Hampshire GU14 6TQ. This room will be connected electronically to the online meeting and therefore, for those in attendance, their experience will be similar to that of shareholders who join the AGM online. Please note that proceedings in Hall 1 will not be transmitted on the online platform.

Doors will open at 9.00am, half an hour before the meeting starts at 9.30am. Attendees will need to make their own way to and from Hall 1, and refreshments will not be made available. Hall 1 is accessed through Gate A at the end of Aerospace Boulevard.

Security

For the safety and security of all present, we will carry out security checks and bag searches of those attending the AGM in person on entry to Hall 1, as well as on entry to the meeting room. This will include the use of personal and x-ray scanners. Please note that you may be asked to leave bags and other personal belongings in lockers at the entrance, including mobile phones, cameras and other recording devices (as photography and other recordings are not allowed in the meeting room – anyone attempting to take photos or film the proceedings will be asked to leave Hall 1). Any person who fails to comply with any of the foregoing measures will be refused entry.

Behaviour that may interfere with anyone's security or safety or their ability to listen to proceedings or participate in the AGM (whether physical, verbal or otherwise) will not be tolerated. Any person who does not comply may be removed from the venue without notice.

General Notes

Appointment of Proxy

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).
3. If a shareholder wishes to appoint someone other than the Chair of the meeting to act as the shareholder's proxy, the shareholder should delete the reference to the Chair 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.
4. Shareholders who have received a shareholder voting instruction card or a proxy card may appoint a proxy or proxies electronically via Equiniti's website at www.shareview.co.uk using your Shareholder Reference Number on the proxy card or notice of availability. Electronic proxy appointments must be received no later than 9.30 am (UK time) on Friday, 2 May 2025. CREST members who wish to appoint proxies through the CREST electronic appointment service should refer to paragraphs 16-19 below.
5. A shareholder may appoint more than one proxy in relation to the AGM, 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.
6. 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, with seniority determined by the order in which the names appear in the Register of Members in respect of the joint holding.
7. 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) no later than 9.30 am (UK time) on Friday, 2 May 2025, being not less than 48 hours before the time for which the meeting is convened (disregarding non-working days).
8. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 14 below) will not prevent a shareholder attending the AGM and voting in person if such shareholder wishes to do so.

9. 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 Equiniti's website at www.shareview.co.uk using their usual Shareview portfolio identification particulars. Electronic proxy appointments must be received no later than 9.30 am (UK time) on Friday, 2 May 2025.

Nominated persons

10. 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 such person and the shareholder by whom such person was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such appointment right or does not wish to exercise it, such person may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
11. The statement of rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 9 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

Entitlement to vote and questions

12. 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 6.30 pm (UK time) on Friday, 2 May 2025 (disregarding non-working days) or, if the meeting is adjourned, 6.30 pm (UK time) 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.
13. As at 13 March 2025 (being the latest practicable business day prior to the publication of this Notice) the Company's issued share capital consisted of 3,189,338,238 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 181,479,571 as at 13 March 2025) 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 at 13 March 2025 is 3,007,858,667. 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.
14. At the Company's 2025 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 such shareholder is the holder.
15. 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.

Your personal data

16. We process personal data of those attending the AGM. This includes recording of the webcasts and interaction with the attendees.
17. For the health, safety and security of all attending, there are surveillance cameras inside and outside of the event and our security personnel may be wearing body cameras. Your personal data may be disclosed to law enforcement, government authorities, courts and/or other relevant third parties for the purposes of civil or criminal proceedings. You can find further information about how BAE manages your personal data here: <https://www.baesystems.com/en/bae-systems-privacy-notice>.

CREST electronic proxy voting

18. 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.
19. 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 Equiniti (ID RA19), no later than 9.30 am (UK time) on Friday, 2 May 2025, being not less than 48 hours before the time for which the meeting is convened (disregarding non-working days). 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 Equiniti 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.
20. CREST members and, where applicable, their CREST sponsors, or voting service providers, should note that Euroclear UK & 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.
21. The Company may treat a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 as invalid.

Corporate representatives

22. 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.

Proxymity electronic proxy appointment

23. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to proxymity.io. Your proxy must be lodged by 9.30am (UK time) on Friday 2 May 2025 in order to be considered valid, or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Members' power to require website publication of audit concerns

24. 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 AGM; 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 AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Notice of Annual General Meeting

25. A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at www.baesystems.com/reporting.

Electronic addresses

26. 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.

Documents for inspection

27. Copies of the following documents will be available for inspection at the registered office of the Company on any weekday (excluding Saturdays, Sundays and public holidays) during normal office hours from the date of this Notice until the conclusion of the AGM, and at the place of the meeting from 15 minutes prior to its commencement until its conclusion:

- (i) the Executive Directors' employment contracts;
- (ii) Chair's and Non-Executive Directors' letters of appointment;
- (iii) the rules of the LTIP as proposed under Resolution 20; and
- (iv) a copy of the proposed new Articles of Association of the Company and a copy of the Company's current Articles of Association marked to show all the changes proposed by Resolution 25.

The proposed amended rules of the LTIP and new Articles of Association have been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Should a shareholder wish to inspect any of these documents, please submit your request to:
company.secretary@baesystems.com.

Directors' Interests

28. The interests of the Directors who held office as at 18 February 2025 (being the date that the Annual Report was approved by the Board) in the ordinary shares of BAE Systems plc are set out on page 117 of the 2024 Annual Report. Between 18 February 2025 and 13 March 2025, the Company was notified that Tom Arseneault completed a share transaction, which resulted in the total number of ordinary shares beneficially held (as at 13 March 2025) being as follows: 1,061,967 ordinary shares (and Scheme Interests over 2,555,776 ordinary shares).

Voting Interests

29. The voting interests that were disclosed to the Company in accordance with DTR 5 of the Disclosure Guidance and Transparency Rules between 31 December 2024 and 18 February 2025 (being the date that the Annual Report was approved by the Board) are set out on page 128 of the 2024 Annual Report.

On 12 March 2025, the Company was notified that WCM Investment Management, LLC held 90,333,815 voting rights, representing 3.00% of the voting capital in the Company. No other changes to voting interests were disclosed to the Company between 18 February 2025 and 13 March 2025.