



## **Northrop Grumman to Recommend Simple Majority Vote for Most Actions**

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LOS ANGELES, March 15 /PRNewswire-FirstCall/ -- Northrop Grumman Corporation (NYSE: NOC) announced today that its Board of Directors, as part of its overall governance review of the company, has determined that it is now appropriate and in the interests of its shareholders to eliminate provisions in the company's Restated Certificate of Incorporation that require a greater than majority vote of outstanding shares for certain actions. The Board will recommend that shareholders approve amendments at the company's May 17, 2006 Annual Meeting that will enable a simple majority of the voting power of the outstanding shares to amend the bylaws and the provisions of the Restated Certificate of Incorporation, remove directors and approve certain mergers and other business combinations.

After reviewing the benefits of the supermajority voting requirements and analyzing whether these provisions remain necessary under current circumstances, the Board determined that the benefit of enhancing shareholders' participation in the governance of the company outweighs the advantage provided by the supermajority provisions.

"This action demonstrates our commitment to our shareholders and is a reflection of our continued commitment to excellence in corporate governance," said Ronald D. Sugar, Northrop Grumman chairman, chief executive officer and president.

Northrop Grumman Corporation is a global defense company headquartered in Los Angeles, Calif. Northrop Grumman provides technologically advanced, innovative products, services and solutions in systems integration, defense electronics, information technology, advanced aircraft, shipbuilding and space technology. With approximately 125,000 employees and operations in all 50 states and 25 countries, Northrop Grumman serves U.S. and international military, government and commercial customers.

SOURCE Northrop Grumman Corporation

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