

**2022 Annual Meeting of Shareholders  
Principal Executive Office  
2980 Fairview Park Drive  
Falls Church, Virginia 22042  
May 18, 2022, 8:00 a.m. Eastern Time**

**REQUIREMENTS FOR IN-PERSON ADMISSION TO THE ANNUAL MEETING**

- To be admitted to the Annual Meeting in person, shareholders will need to provide proof of stock ownership and a form of photo identification. Shareholders whose brokers hold their shares in “street name” will also need to provide proof of beneficial ownership of Northrop Grumman common stock (such as a brokerage statement).
- Shareholders may not use or bring recording devices into the meeting.
- Shareholders attending the Annual Meeting in person will be required to follow Northrop Grumman’s COVID-19 requirements, including completing a visitor information form prior to entry into the meeting. Any shareholder experiencing one or more of the COVID-19 symptoms identified on the form will not be permitted to attend the Annual Meeting in person.

More information about these requirements and other meeting procedures is available below.

Your vote matters. All shareholders, whether or not planning to attend the meeting in person, are encouraged to vote promptly in advance of the meeting by using one of the methods described in the proxy materials for the Annual Meeting.

**COVID-19 REQUIREMENTS**

No visitors will be authorized to enter Northrop Grumman facilities without answering “yes” or “true” to each of the questions below.

- I do not currently have a temperature of 100.4° F [38° C] or higher, checked daily.
- I am not currently experiencing any of the following symptoms potentially associated with COVID-19: fever or chills, cough, shortness of breath or difficulty breathing, fatigue, muscle or body aches, headache, new loss of taste or smell, sore throat, congestion or runny nose, nausea or vomiting, diarrhea; OR, if I am currently experiencing any of the above symptoms, I have consulted with a health care provider, who has confirmed that my symptoms are related to a previously diagnosed chronic illness or condition (such as asthma, allergies, etc.) and are not related to COVID-19.
- During the past 10 days, I have not been in close contact with anyone who has been diagnosed with COVID-19 or is showing any of the above COVID-19 symptoms (including during the 48-hour period prior to symptoms showing).
- If I have traveled internationally or to any location where I am required to self-isolate after travel, I have self-isolated for the required length of time.

If your answer is “no” or “false” to any of the above questions on the day of your visit, you may not attend the Annual Meeting in person.

**Northrop Grumman Corporation**  
**2022 Annual Meeting of Shareholders**  
**May 18, 2022**

**MEETING PROCEDURES**

Welcome to the Northrop Grumman Corporation 2022 Annual Meeting of Shareholders. In fairness to all shareholders participating in the meeting and in the interest of an orderly and productive meeting, we ask for your cooperation in observing the following rules of conduct:

1. The Chair of the Board of Directors of Northrop Grumman Corporation, or such officer as the Chair may designate, will act as Chair of the shareholder's meeting (the "Chair of the Meeting."). The Chair of the Meeting shall preside over the meeting and may make any and all determinations with respect to conduct of the meeting and procedures to be followed during the meeting.
2. The Annual Meeting will follow the Agenda provided below. When an item on the Agenda is before the meeting for consideration, discussion should be confined to that item.
3. The only business matters to be conducted at the Annual Meeting are the matters set forth in the Notice of Annual Meeting of Shareholders and 2022 Proxy Statement dated April 1, 2022. No nomination to the Board of Directors or other matter may be introduced other than the nominations and matters set forth in the Agenda, and any such other action will be ruled out of order.
4. During the presentation of the shareholder proposal, one shareholder proponent will be given up to three minutes to present the proposal. The shareholder proponent should restrict their comments to the shareholder proposal being presented.
5. The purpose of the Annual Meeting will be observed and the Chair may not address inappropriate comments and may limit or stop discussions that are, among others:
  - a. not relevant or pertinent to meeting matters or the business of the Company;
  - b. repetitious of statements made by another shareholder;
  - c. derogatory references to individuals or that are otherwise inappropriate;
  - d. related to personal grievances or personnel matters such as layoff, termination, demotion, retirement or requests for employment;
  - e. related to pending or threatened litigation or investigations;
  - f. related to material non-public information of the Company;
  - g. related to a matter of individual concern that is not a matter of interest to stockholders generally; or
  - h. out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair in her reasonable judgment.

Additionally, the Chair will not entertain discussions relating to proposals that were not previously submitted properly under SEC Rule 14a-8 or in accordance with the Company's advance notice bylaw provisions.

6. In the event of a significant problem that disrupts the Annual Meeting, the Chair may adjourn, recess or expedite the Annual Meeting or may take such other action as the Chair determines is appropriate in light of the circumstances.
7. Recording of the meeting is prohibited. An audio replay of the meeting will be available on the Company's investor relations website for approximately two weeks from the date of the meeting.

We appreciate your participation and observance of these rules and procedures. We look forward to welcoming you to our meeting.

**NORTHROP GRUMMAN CORPORATION  
2022 Annual Meeting of Shareholders**

**AGENDA**

Opening of Meeting

Chair and Chief Executive Officer's Opening Remarks, Including Review of Procedures and Introduction of Directors

Secretary's Report

Business of the Meeting

1. Election of Nominees for Director
2. Proposal to Approve, on an Advisory Basis, the Compensation of Named Executive Officers
3. Proposal to Ratify Appointment of Auditors
4. Shareholder Proposal to Change the Ownership Threshold to Call a Special Meeting

Closing of Voting Polls

Voting Results

Adjournment