

**Northrop Grumman Corporation  
2024 Annual Meeting of Shareholders  
May 15, 2024, 8:00 a.m. Eastern Time**

**MEETING PROCEDURES**

Welcome to the Northrop Grumman Corporation 2024 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 2024 Proxy Statement dated April 3, 2024. 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 proposals, each shareholder proponent will be given up to three minutes to present their respective proposal. The shareholder proponent should restrict their comments to the shareholder proposal being presented.
5. Only registered shareholders and beneficial owners, in each case, as of the close of business on March 19, 2024 (the record date), are eligible to vote at the Annual Meeting. To participate in the Annual Meeting, registered shareholders and beneficial owners should log into the virtual meeting website at [virtualshareholdermeeting.com/NOC2024](https://virtualshareholdermeeting.com/NOC2024) and enter their 16-digit voting control number found on their proxy card, voting instruction form, notice of internet availability of proxy materials, or email notification. Votes will be accepted until the polls are closed. If you have already voted your shares, there is no need to vote again during the Annual Meeting, unless you wish to revoke or change your vote. Beneficial owners who do not receive a 16-digit voting control number should contact their bank, broker, or other nominee (preferably at least five days before the meeting) and obtain their 16-digit control number that will allow them to attend, participate in, and vote at the meeting. Beneficial owners should confirm with their broker, bank or other nominee the ability to vote at the Annual Meeting using the control number provided with their voting instruction form.
6. Shareholders entitled to vote are invited to submit questions for consideration at the Annual Meeting by members of the Board of Directors and management. Shareholders may submit their questions at any time during the week prior to the Annual Meeting (beginning on May 8, 2024) by accessing [www.proxyvote.com](https://www.proxyvote.com) and logging in with the 16-digit voting control number found on their proxy card, voting instruction form, notice of internet availability of proxy materials, or email notification. Shareholders who participate in the meeting (by entering their 16-digit voting control number) may also submit questions regarding proposals during the meeting up until the time the relevant proposal is presented. Questions should relate to the official business of the meeting, and

management and shareholder proposals in particular. We intend to answer pertinent questions at the meeting, as time permits. Questions should be directed to the Chair.

7. Shareholder questions are welcome, but the purpose of the Annual Meeting will be observed and the Chair will not address inappropriate questions and will 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 or inappropriate references to individuals;
  - 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.

8. If, after the Annual Meeting has begun, there is a technical malfunction that results in the Company being unable to proceed with the Annual Meeting, the Annual Meeting will be adjourned and reconvened at 10:00 a.m. Eastern Time on the same day at the Company's headquarters in Falls Church, Virginia (which information will be displayed on the Company's Investor Relations website and, if possible, on the Annual Meeting website during the time originally scheduled for the Annual Meeting) for the sole purpose of accepting ballots transmitted by email and closing the polls on all items of business. In the event of such adjournment, stockholders and proxyholders can request a ballot by emailing [OCS@ngc.com](mailto:OCS@ngc.com), and submit completed ballots to the same email address prior to the reconvening of the Annual Meeting in order to be counted.
9. In the event that the Annual Meeting is not able to commence virtually due to a technical issue, or the Chair of the Meeting determines that an adjournment is advisable due to another situation, the Annual Meeting will be adjourned and reconvened at 10:00 a.m. Eastern Time on May 16, 2024 at the Company's headquarters in Falls Church, Virginia (which information will be displayed on the Company's Investor Relations website and, if possible, on the Annual Meeting website during the time originally scheduled for the Annual Meeting) for the sole purpose of adjourning the Annual Meeting to reconvene at a date, time and physical or virtual location announced by the Chair of the Meeting. Following such reconvened session, the Company will issue a press release announcing the date, time and place (or website) for subsequently reconvening the Annual Meeting.
10. Recording of the meeting is prohibited. A 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**

## **2024 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. Proposal to Eliminate Personal Liability of Officers for Monetary Damages for Breach of Certain Fiduciary Duties as Permitted by Delaware Law
5. Proposal to approve the 2024 Long-Term Incentive Stock Plan
6. Shareholder Proposal to Annually Conduct an Evaluation and Issue a Report Describing the Alignment of the Company's Political Activities with Its Human Rights Policy
7. Shareholder Proposal to Provide for an Independent Board Chair

Closing of Voting Polls

Voting Results

Adjournment