



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

February 16, 2022

Meredith B. Cross
Wilmer Cutler Pickering Hale and Dorr LLP

Re: Northrop Grumman Corporation (the "Company")
Incoming letter dated February 16, 2022

Dear Ms. Cross:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the Sisters of St. Dominic of Caldwell New Jersey et al. (the "Proponents") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponents have withdrawn the Proposal and that the Company therefore withdraws its January 11, 2022 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at <https://www.sec.gov/corpfin/2021-2022-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Patricia A. Daly
Sisters of St. Dominic of Caldwell New Jersey

Meredith B. Cross

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meredith.cross@wilmerhale.com

January 11, 2022

Via E-mail to shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

**Re: Northrop Grumman Corporation
Exclusion of Shareholder Proposal Submitted by the Sisters of St. Dominic of
Caldwell New Jersey, School Sisters of Notre Dame Cooperative Investment
Fund and Sisters of St. Francis of Philadelphia**

Ladies and Gentlemen:

We are writing on behalf of our client, Northrop Grumman Corporation (the “Company”), to inform you of the Company’s intention to exclude from its proxy statement and proxy to be filed and distributed in connection with its 2022 Annual Meeting of Shareholders (the “Proxy Materials”) the enclosed shareholder proposal and supporting statement (collectively, the “Shareholder Proposal”) submitted by the Sisters of St. Dominic of Caldwell New Jersey, School Sisters of Notre Dame Cooperative Investment Fund and Sisters of St. Francis of Philadelphia (the “Proponents”) requesting that the Company “publish a report, at reasonable cost and omitting proprietary information, with the results of human rights impact assessments examining the actual and potential human rights impacts associated with high-risk products and services, including those in conflict-affected areas.”

The Company respectfully requests that the staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) advise the Company that it will not recommend any enforcement action to the Commission if the Company excludes the Shareholder Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(12)(iii) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on the basis that the Shareholder Proposal addresses substantially the same subject matter as shareholder proposals that were included in the Company’s 2021, 2020 and 2019 proxy materials for its 2021, 2020 and 2019 annual meetings of shareholders, respectively, and did not receive the support necessary for resubmission.

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Pursuant to Rule 14a-8(j) of the Exchange Act and Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), the Company is submitting electronically to the Commission this letter and the Shareholder Proposal and related correspondence (attached as Exhibit A to this letter), and is concurrently sending a copy to the Proponents, no later than eighty calendar days before the Company intends to file its definitive Proxy Materials with the Commission.

Background

On December 1, 2021, the Company received the Shareholder Proposal from the Proponents, which states:

Human Rights Impact Assessment 2022 – Northrop Grumman Corporation

Resolved: Shareholders request that Northrop Grumman publish a report, at reasonable cost and omitting proprietary information, with the results of human rights impact assessments examining the actual and potential human rights impacts associated with high-risk products and services, including those in conflict-affected areas.

Whereas: Northrop Grumman is the world’s fourth-largest defense company, with high-risk business activities in the areas of controversial arms trade, military training, nuclear weapons, and border militarization.¹ Irremediable human rights impacts linked to the end use of the company’s products and services, particularly those with lethal capabilities, expose Northrop Grumman to legal, financial, and reputational risks.

The UN Guiding Principles on Business and Human Rights establish clear expectations for corporations to conduct human rights due diligence, including impact assessments, as part of the corporate responsibility to respect human rights. Risks and due diligence expectations are heightened for business activities in conflict-affected areas. In a 2019 Amnesty International report about the defense industry’s failure to carry out effective human rights due diligence, Northrop Grumman’s Human Rights Policy was criticized for having “fleeting” references to human rights and lacking sufficient focus on impacts of products and services.²

¹ <https://investigate.afsc.org/company/northrop-grumman>

² <https://www.amnesty.org/en/documents/act30/0893/2019/en/>

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Northrop Grumman has contracted with or supplied weapons to multiple states engaged in conflict, including Saudi Arabia, the United Arab Emirates, India, Israel, Morocco, and Colombia.³ Northrop Grumman is one of the Saudi Arabian Armed Forces' largest defense partners, supplying weapons since 1971 and providing military training.⁴ A 2020 report by the UN Human Rights Council alleges that Saudi-led coalition airstrikes in Yemen "may amount to war crimes" and the supply of weapons from the U.S. and other countries "has helped to perpetuate the conflict."⁵ During the May 2021 attacks on Gaza, where apparent war crimes were committed, Northrop Grumman was scrutinized for supplying Longbow missile systems and Apache helicopters to the Israeli Armed Forces.⁶

The company has at least \$24 billion in nuclear weapons contracts, including a new 9-year \$13.3 billion U.S. contract awarded in 2020.⁷ The Treaty on the Prohibition of Nuclear Weapons, which entered into force this year, may require the company to demonstrate that it is not conducting prohibited activities in jurisdictions that ratified the Treaty.⁸

From 2018 to 2021, Northrop Grumman was the primary contractor to develop the Department of Homeland Security's Homeland Advanced Recognition Technology (HART) database.⁹ It will hold sensitive biometric and biographical data for 260 million people, which presents risks of privacy rights violations, increased surveillance, racial bias, and harm to immigrant communities.¹⁰ Northrop

³ <https://www.northropgrumman.com/who-we-are/global-presence/> ; <https://www.upi.com/Defense-News/2015/10/16/Colombia-receives-Northrop-Grumman-ANTPS-78-radar/4871445000556/> ; <https://www.morocoworldnews.com/2018/05/246179/morocco-cargo-m1a2s-laser-tanks-us> ; <https://news.northropgrumman.com/news/releases/northrop-grumman-delivers-center-fuselage-for-first-israeli-f-35-aircraft>

⁴ <https://www.northropgrumman.com/who-we-are/northrop-grumman-in-the-middle-east/>

⁵ <https://www.ohchr.org/Documents/HRBodies/HRCouncil/GEE-Yemen/2020-09-09-report.pdf>

⁶ <https://www.hrw.org/news/2021/07/27/gaza-apparent-war-crimes-during-may-fighting#> ;

<https://www.afsc.org/resource/us-corporations-complicit-military-attacks-gaza>

⁷ https://www.dontbankonthebomb.com/wp-content/uploads/2021/11/2021-Perilous-Profitteering_ExecSummary.pdf ; <https://www.dontbankonthebomb.com/northrop-grumman/> ; <https://www.northropgrumman.com/wp-content/uploads/2020-Annual-Report-Northrop-Grumman.pdf> ; <https://govtribe.com/award/federal-contract-award/definitive-contract-fa821920c0006>

⁸ https://treaties.un.org/doc/Treaties/2017/07/20170707%2003-42%20PM/Ch_XXVI_9.pdf

⁹ <https://investigate.afsc.org/company/northrop-grumman>

¹⁰ <https://theintercept.com/2020/11/17/dhs-biometrics-dna/>

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Grumman is among the top 14 companies with the most contracts with U.S. Customs and Border Protection to militarize the U.S. - Mexico border.¹¹

At Northrop Grumman's 2021 annual meeting, the human rights impact assessment proposal received 22.35% shareholder support.¹²

Basis for Exclusion

The Shareholder Proposal May Be Excluded Under Rule 14a-8(i)(12)(iii) Because It Deals with Substantially the Same Subject Matter as Three Shareholder Proposals that Were Included in the Company's Proxy Materials Within the Preceding Five Years, and the Most Recent Vote on Such Proposal Did Not Receive the Support Necessary for Resubmission.

A. Overview of Rule 14a-8(i)(12).

Under Rule 14a-8(i)(12)(iii), if a proposal "addresses substantially the same subject matter as a proposal, or proposals, previously included in the company's proxy materials within the preceding five calendar years," a company may exclude it from its proxy materials "if the most recent vote occurred within the preceding three calendar years and the most recent vote was . . . [l]ess than 25 percent of the votes cast if previously voted on three or more times."

The Commission has indicated that the condition in Rule 14a-8(i)(12) that the shareholder proposal deal with "substantially the same subject matter" does not mean the previous proposal(s) and the current proposal must be exactly the same. Although the predecessor to Rule 14a-8(i)(12) required a proposal to be "substantially the same proposal" as prior proposals, the Commission amended the rule in 1983 to permit exclusion of a proposal that "deals with substantially the same subject matter." The Commission explained the reason and meaning of the revision, stating:

The Commission believes that this change is necessary to signal a clean break from the strict interpretive position applied to the existing provision. The Commission is aware that the interpretation of the new provision will continue to involve difficult subjective judgments, but anticipates that those judgments will be based upon a consideration of the substantive concerns raised by a proposal rather than the specific language or actions proposed to deal with those concerns.

SEC Exchange Act Release No. 20091 (August 16, 1983).

¹¹ <https://www.tni.org/files/publication-downloads/more-than-a-wall-report.pdf>

¹² <https://investor.northropgrumman.com/node/38126/html>

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The Staff has concurred in exclusion numerous times under Rule 14a-8(i)(12) of proposals that focus on the same subject matter as a prior proposal. Pursuant to the Commission's statement in Exchange Act Release No. 20091, the Staff has focused on the "substantive concerns" when considering whether proposals deal with substantially the same subject matter. Consistent with this approach, the Staff has allowed the exclusion of proposals under Rule 14a-8(i)(12) when they share the same substantive concerns even if the proposals are not textually identical or differ in scope from the prior proposals, including with respect to proposals involving human rights like the Shareholder Proposal. *See, e.g., Apple, Inc.* (November 20, 2018) (concurring that a proposal requesting a review of the company's human rights policy was excludable under Rule 14a-8(i)(12)(ii) because it dealt with substantially the same subject matter as prior proposals seeking to establish a human rights committee) and *Wal-Mart Stores, Inc.* (March 27, 2013, *recon. denied* April 11, 2013) (concurring that a proposal requesting a report on the company's process for "identifying and analyzing potential and actual human rights risks" of the company's operations and supply chain was excludable under Rule 14a-8(i)(12)(i) because it dealt with substantially the same subject matter as a prior proposal that requested the company to require its suppliers to "publish annually an independently verifiable sustainability report" that would include disclosures regarding the supplier's assessments of human and worker rights, among others). The Staff has applied the "substantive concerns" standard broadly, including across other social and policy issues, and, notwithstanding differing language and actions requested, proposals that share the same underlying concerns have been found excludable under Rule 14a-8(i)(12). *See, e.g., Microsoft Corporation* (September 28, 2021) (concurring that a proposal seeking adoption of a policy to include current or past non-management employees on the initial list of director candidates was excludable under Rule 14a-8(i)(12)(ii) because it dealt with substantially the same subject matter as two prior proposals requesting a report to shareholders describing opportunities for the company to encourage the inclusion of non-management employee representation on the board); *Alphabet Inc.* (April 16, 2019) (concurring that a proposal requesting review of the company's board composition and qualifications was excludable under Rule 14a-8(i)(12)(i) because it dealt with substantially the same subject matter as a prior proposal containing minor differences in language that also requested review of the company's board composition and qualifications); *Ameren Corporation* (January 22, 2018) (concurring that a proposal seeking a report analyzing the company's ability to aggressively adopt renewable energy resources was excludable under Rule 14a-8(i)(12)(iii) because it dealt with substantially the same subject matter as prior proposals relating to the company's aggressive adoption of renewable energy); *Apple Inc.* (December 15, 2017) (concurring that a proposal requesting a report assessing the feasibility of achieving greater diversity was excludable under Rule 14a-8(i)(12)(ii) because it dealt with substantially the same subject matter as prior proposals focused on increased racial and gender diversity at the company's senior management levels); *Anthem, Inc.* (February 7, 2017, *recon. denied* March 7, 2017) (concurring that a proposal regarding a report on lobbying contributions and expenditures was excludable under Rule 14a-8(i)(12)(iii) because it dealt with substantially the same subject matter as prior

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proposals even though two of the prior proposals requested a report that went beyond lobbying contributions and requested coverage of other aspects of the company's political spending); *JPMorgan Chase & Co.* (January 27, 2017) (concurring that a proposal requesting a public study regarding divestiture of the company's non-core banking segments was excludable under Rule 14a-8(i)(12)(i) because it dealt with substantially the same subject matter as a prior proposal requesting that the board appoint a committee to evaluate the impact of divestiture of the company's non-core banking segments); *The Coca Cola Company* (January 18, 2017) (concurring that a proposal requesting a report identifying the number of Israel/Palestine employees who were Arab and non-Arab was excludable under Rule 14a-8(i)(12)(i) because it dealt with substantially the same subject matter as a prior proposal requesting that the company implement a set of "Holy Land" equal employment principles); *Pfizer Inc.* (January 19, 2016) (concurring that a proposal seeking disclosure of the company's lobbying activities and expenditures was excludable under Rule 14a-8(i)(12)(ii) because it dealt with substantially the same subject matter as prior proposals relating to disclosure of the company's membership in or financial support of organizations that engage in lobbying activities); and *Exxon Mobil Corporation* (March 23, 2012) (concurring that a proposal requesting that the board create a policy articulating the company's commitment to the human right to water was excludable under Rule 14a-8(i)(12)(iii) because it dealt with substantially the same subject matter as prior proposals, one of which requested that the board report on how the company ensures that it is accountable for environmental impacts in communities where it operates).

B. The Shareholder Proposal Deals with Substantially the Same Subject Matter as Three Prior Proposals that Were Included in the Company's Proxy Materials Within the Preceding Five Calendar Years.

The Company has within the past five years included in its proxy materials shareholder proposals that are essentially identical to the Shareholder Proposal. In each case, the proposal at issue sought a vote on whether to ask the board to prepare a report on potential human rights impacts from the Company's customers' use of the Company's products, including in conflict-affected areas, just as the Shareholder Proposal does this year. More specifically, shareholders voted upon this same topic at the Company's annual meetings held in 2021, 2020 and 2019 (respectively, the "2021 Proposal," the "2020 Proposal" and the "2019 Proposal," and collectively, the "Prior Proposals"). Copies of the 2021 Proposal, 2020 Proposal and 2019 Proposal are attached hereto as Exhibits B, C and D, respectively. The following illustrates the Shareholder Proposal's striking similarity to each of the Prior Proposals:

- The Shareholder Proposal and each of the Prior Proposals discuss expectations under the UN Guiding Principles in Business and Human Rights, including with respect to diligence and risk assessments under those principles.

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- The Shareholder Proposal and each of the Prior Proposals also describe the Company's contracts with customers, including human rights risks associated therewith. In the Shareholder Proposal and each of the Prior Proposals, the Proponents describe the Company's contract with the Department of Homeland Security's to develop technology for the Homeland Advanced Recognition Technology (HART) database. The Proponents consistently cite to this contract as support for their proposal, pointing to concerns that the contract may present potential risks to immigrant communities.
- The report requested in the following resolved clause in the 2019 Proposal seeks to inform shareholders about how the Company is meeting an existing commitment to respect human rights: "Shareholders request that the Board of Directors prepare a report, at reasonable cost and omitting proprietary information, on Northrop Grumman's management systems and processes to implement its Human Rights Policy." This involves substantially the same subject matter reflected in the resolved clause of the Shareholder Proposal, 2021 Proposal and 2020 Proposal: "a report . . . with the results of human rights impact assessments examining the actual and potential human rights impacts associated with high-risk products and services, including those in conflict-affected areas."
- The recitals in the 2019 Proposal note that "it is essential for the company to conduct human rights due diligence to evaluate and mitigate human rights risks associated with its government contracts." The 2019 Proposal goes on to observe that the Company had adopted a Human Rights Policy in 2013 but that "it does not disclose how the policy is operationalized to *reduce the risks that the company may cause or contribute to adverse human rights impacts*" (emphasis added). The 2021 Proposal and 2020 Proposal observed the same point, noting that the Company "does not disclose its salient human rights issues"
- The supporting statement included in the 2019 Proposal set forth a list of expectations for the requested report on the Company's Human Rights Policy. First on the list was that the report should include "[t]he company's human rights due diligence process and indicators used to assess effectiveness," followed by "[t]he role of the Board in oversight of human rights risks" and "[s]ystems to embed respect for human rights into business decision - making processes for its operations, contracts, and supply chain." This squarely addresses the same request in the resolutions included in the 2021 Proposal, 2020 Proposal and Shareholder Proposal.
- The Proponents have previously acknowledged that the 2019 Proposal covers the same substantive concern as the 2020 Proposal, which has an identical resolved clause as the 2021 Proposal and the Shareholder Proposal. In the 2020 Proposal, the Proponents state: "In 2019, 31% of shareholders voted in favor of increased reporting on the

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implementation of the company's Human Rights Policy. Yet, investors are still unable to assess how it evaluates and mitigates risks accompanying specific activities such as weapons contracts, military training, biometrics, and emerging technologies, or with governments engaged in conflict" – the crux of the Shareholder Proposal and each of the Prior Proposals. In response to a no-action request submitted by the Company to exclude the 2019 Proposal from the Company's 2019 proxy materials, the Proponents stated that the 2019 proposal and other human rights due diligence proposals "have a common goal: informing shareholders about how a company is meeting an existing commitment to respect human rights." *See Northrop Grumman Corporation* (March 19, 2019) (letter from Proponents to Securities and Exchange Commission Office of the Chief Counsel Division of Corporation Finance, dated March 4, 2019). The Proponents went on to note that the 2019 Proposal discusses "risks associated with the Company's sales of products and services to the Department of Defense, intelligence communities and other agencies 'whose actions may be linked to human rights violations' as one reason shareholders would benefit from information about Northrop Grumman's human rights due diligence practices." *Id.* The Proponents advanced similar arguments the following year in response to a no-action request submitted by the Company to exclude the 2020 Proposal from the Company's 2020 proxy materials. In this regard, the Proponents likened the 2020 Proposal to the 2019 Proposal as focusing on the same larger context – a "central focus on human rights." *See Northrop Grumman Corporation* (March 13, 2020) (letter from Proponents to Securities and Exchange Commission Office of the Chief Counsel Division of Corporation Finance, dated February 11, 2020). As the Proponents noted, the 2020 Proposal "focuses on potential and actual human rights impacts of Northrop Grumman's business." *Id.*

Altogether, the Shareholder Proposal addresses substantially the same subject matter as the Prior Proposals despite minor differences in wording among the recitals, resolutions and supporting statements from year to year. The Shareholder Proposal is akin to the proposal involved in *Wal-Mart Stores, Inc.* (March 27, 2013, *recon. denied* April 11, 2013). In *Wal-Mart Stores, Inc.*, the proposal in question requested a report on the company's process for "identifying and analyzing potential and actual human rights risks" of the company's operations and supply chain, which was determined to involve substantially the same subject matter as a prior proposal that also focused on human rights risks, despite a number of differences between the wording of the proposals. The prior proposal in *Wal-Mart Stores, Inc.* was limited to human rights risks in the supply chain and requested that the company require its suppliers to "publish annually an independently verifiable sustainability report," as opposed to a report by the company of its own assessment of human rights risks more broadly in the company's operations and supply chain as requested in the subsequent proposal. In this case, the wording of the Shareholder Proposal also differs to some degree from a prior proposal, yet the Shareholder Proposal also deals with substantially the same subject matter as the Prior Proposals, as illustrated above. As a result, if the Shareholder Proposal were presented at the Company's 2022 Annual Meeting of

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Shareholders, the Company's shareholders would again be asked to consider the same substantive concerns as the Prior Proposals.

C. The 2021 Proposal Did Not Receive the Shareholder Support Necessary to Permit Resubmission.

Where a previous proposal (or proposals) addressed substantially the same subject matter as a current proposal, a company may exclude the current proposal under Rule 14a-8(i)(12) if the percentage of shareholder votes cast for the most recent previous proposal falls below certain thresholds, and the shareholder meeting for the current proposal occurs within three years of the most recent previous proposal. The Prior Proposals were included in the Company's 2021, 2020 and 2019 proxy materials and, as discussed above, the Prior Proposals deal with substantially the same subject matter as the Shareholder Proposal. Assuming the Staff concurs that the Shareholder Proposal and the Prior Proposals deal with substantially the same subject matter, the Company may exclude the Shareholder Proposal from its 2022 Proxy Materials under Rule 14a-8(i)(12)(iii) if the 2021 Proposal received less than 25% of the vote when it was voted upon.¹³

The voting calculation under Rule 14a-8(i)(12) requires consideration of votes for and votes against a proposal; abstentions and broker non-votes are not included. *See* Staff Legal Bulletin 14 (July 13, 2001) ("SLB 14"). SLB 14 provides the following formula for calculating the voting percentage for purposes of Rule 14a-8(i)(12): $\text{Votes for the Proposal} / (\text{Votes Against the Proposal} + \text{Votes for the Proposal}) = \text{Voting Percentage}$. As reported in the Company's Current Report on Form 8-K filed on May 24, 2021 (attached as Exhibit E to this letter), which reported the results of the voting on the proposals submitted to shareholders at the Company's 2021 annual meeting of shareholders (the "2021 Annual Meeting"), shareholders cast 28,662,071 votes in favor of, and 99,579,228 votes against, the 2021 Proposal. Under the SLB 14 methodology, the 2021 Proposal received 22.35% of the vote: $28,662,071 / (99,579,228 + 28,662,071) = 28,662,071 / 128,241,299 = 0.22350109694381682768200905388521$.

Thus, the 2021 Proposal failed to receive 25% of the vote for purposes of Rule 14a-8(i)(12) at the 2021 Annual Meeting.

Accordingly, all of the requirements for excluding the Shareholder Proposal pursuant to Rule 14a-8(i)(12)(iii) are present, as follows, and the Company is of the view that it may exclude the Shareholder Proposal in reliance on Rule 14a-8(i)(12)(iii):

- The Shareholder Proposal deals with substantially the same subject matter as each of the Prior Proposals;

¹³ Because the Shareholder Proposal was submitted for the Company's 2022 Annual Meeting of Shareholders to be held on or after January 1, 2022, the 25% threshold under amended Rule 14a-8(i)(12)(iii) applies. Exchange Act Release No. 89964 (September 23, 2020).

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- The Company included the Prior Proposals in its proxy materials within the preceding five calendar years;
- The 2021 Proposal received less than a 25% vote the last time it was submitted to the Company's shareholders (22.35% at the 2021 Annual Meeting); and
- The Shareholder Proposal was submitted for a meeting (the 2022 Annual Meeting of Shareholders) to be held within three calendar years of the most recent submission (the 2021 Proposal).

Conclusion

Based on the foregoing, the Company respectfully requests that the Staff concur that it will take no action if the Company excludes the Shareholder Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(12)(iii), on the basis that the Shareholder Proposal addresses substantially the same subject matter as the Prior Proposals, the most recent of which did not receive the support necessary for resubmission.

If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that the Company may exclude the Shareholder Proposal from its Proxy Materials, please do not hesitate to contact me at meredith.cross@wilmerhale.com or (202) 663-6644, or Jennifer C. McGarey, Corporate Vice President & Secretary, Northrop Grumman Corporation at Jennifer.McGarey@ngc.com. In addition, should the Proponents choose to submit any response or other correspondence to the Commission, we request that the Proponents concurrently submit that response or other correspondence to the Company, as required pursuant to Rule 14a-8(k) and SLB 14D, and copy the undersigned.

Very truly yours,



Meredith B. Cross

Enclosures

cc: Jennifer C. McGarey, Northrop Grumman Corporation
Lillian Brown, Wilmer Cutler Pickering Hale and Dorr LLP
Gina Falada, Investor Advocates for Social Justice
Patricia Daly, Sisters of St. Dominic of Caldwell New Jersey
Ethel Howley, School Sisters of Notre Dame Cooperative Investment Fund
Nora Nash, Sisters of St. Francis of Philadelphia

EXHIBIT A

Sisters of St. Dominic of Caldwell New Jersey

[REDACTED]

Via USPS mail and email to [REDACTED]

December 1, 2021

Re: Shareholder proposal for 2022 Annual Shareholder Meeting

Ms. Jennifer C. McGarey
Corporate Vice President and Secretary
Northrop Grumman Corporation
2980 Fairview Park Drive
Falls Church, Virginia 22042

Dear Ms. McGarey:

The Community of the Sisters of St. Dominic of Caldwell NJ is submitting the attached proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of Northrop Grumman Corporation (the "Company") for its 2022 annual meeting of shareholders. The Community of the Sisters of St. Dominic of Caldwell NJ is co-filing the Proposal with lead filer Sisters of St. Francis of Philadelphia. In its submission letter, Sister Nora Nash OSF will provide dates and times of ability to meet. We designate the lead filer to meet initially with the Company but may join the meeting subject to our availability.

As of January 4, 2021, The Community of the Sisters of St. Dominic of Caldwell NJ had continuously held shares of the Company's common stock with a value of at least \$2,000 for at least one year, and The Community of the Sisters of St. Dominic of Caldwell NJ has continuously maintained a minimum investment of at least \$2,000 of such securities from January 4, 2021, through today, which confers eligibility to submit a proposal under Rule 14a-8(b)(3). Verification of this ownership is attached. The Community of the Sisters of St. Dominic of Caldwell NJ intends to continue to hold such shares through the date of the Company's 2022 annual meeting of shareholders.

If you have any questions or need additional information, I can be reached at the contact information above.

Blessings,

A handwritten signature in black ink, appearing to read 'Patricia A Daly, OP'. The signature is fluid and cursive, with a large initial 'P' and 'A'.

Sister Patricia A Daly, OP
Director of Corporate Responsibility and Impact Investment

Human Rights Impact Assessment 2022 – Northrop Grumman Corporation

Resolved: Shareholders request that Northrop Grumman publish a report, at reasonable cost and omitting proprietary information, with the results of human rights impact assessments examining the actual and potential human rights impacts associated with high-risk products and services, including those in conflict-affected areas.

Whereas: Northrop Grumman is the world’s fourth-largest defense company, with high-risk business activities in the areas of controversial arms trade, military training, nuclear weapons, and border militarization.¹ Irremediable human rights impacts linked to the end use of the company’s products and services, particularly those with lethal capabilities, expose Northrop Grumman to legal, financial, and reputational risks.

The UN Guiding Principles on Business and Human Rights establish clear expectations for corporations to conduct human rights due diligence, including impact assessments, as part of the corporate responsibility to respect human rights. Risks and due diligence expectations are heightened for business activities in conflict-affected areas. In a 2019 Amnesty International report about the defense industry’s failure to carry out effective human rights due diligence, Northrop Grumman’s Human Rights Policy was criticized for having “fleeting” references to human rights and lacking sufficient focus on impacts of products and services.²

Northrop Grumman has contracted with or supplied weapons to multiple states engaged in conflict, including Saudi Arabia, the United Arab Emirates, India, Israel, Morocco, and Colombia.³ Northrop Grumman is one of the Saudi Arabian Armed Forces’ largest defense partners, supplying weapons since 1971 and providing military training.⁴ A 2020 report by the UN Human Rights Council alleges that Saudi-led coalition airstrikes in Yemen “may amount to war crimes” and the supply of weapons from the U.S. and other countries “has helped to perpetuate the conflict.”⁵ During the May 2021 attacks on Gaza, where apparent war crimes were committed, Northrop Grumman was scrutinized for supplying Longbow missile systems and Apache helicopters to the Israeli Armed Forces.⁶

The company has at least \$24 billion in nuclear weapons contracts, including a new 9-year \$13.3 billion U.S. contract awarded in 2020.⁷ The Treaty on the Prohibition of Nuclear Weapons, which

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² <https://www.amnesty.org/en/documents/act30/0893/2019/en/>

³ <https://www.northropgrumman.com/who-we-are/global-presence/> ; <https://www.upi.com/Defense-News/2015/10/16/Colombia-receives-Northrop-Grumman-ANTPS-78-radar/4871445000556/> ; <https://www.moroccoworldnews.com/2018/05/246179/morocco-cargo-m1a2s-laser-tanks-us> ; <https://news.northropgrumman.com/news/releases/northrop-grumman-delivers-center-fuselage-for-first-israeli-f-35-aircraft>

⁴ <https://www.northropgrumman.com/who-we-are/northrop-grumman-in-the-middle-east/>

⁵ <https://www.ohchr.org/Documents/HRBodies/HRCouncil/GEE-Yemen/2020-09-09-report.pdf>

⁶ <https://www.hrw.org/news/2021/07/27/gaza-apparent-war-crimes-during-may-fighting#> ;

<https://www.afsc.org/resource/us-corporations-complicit-military-attacks-gaza>

⁷ [https://www.dontbankonthebomb.com/wp-content/uploads/2021/11/2021-Perilous-](https://www.dontbankonthebomb.com/wp-content/uploads/2021/11/2021-Perilous-Profiteering_ExecSummary.pdf)

[Profiteering_ExecSummary.pdf](https://www.dontbankonthebomb.com/wp-content/uploads/2021/11/2021-Perilous-Profiteering_ExecSummary.pdf) ; <https://www.dontbankonthebomb.com/northrop-grumman/>;

entered into force this year, may require the company to demonstrate that it is not conducting prohibited activities in jurisdictions that ratified the Treaty.⁸

From 2018 to 2021, Northrop Grumman was the primary contractor to develop the Department of Homeland Security's Homeland Advanced Recognition Technology (HART) database.⁹ It will hold sensitive biometric and biographical data for 260 million people, which presents risks of privacy rights violations, increased surveillance, racial bias, and harm to immigrant communities.¹⁰ Northrop Grumman is among the top 14 companies with the most contracts with U.S. Customs and Border Protection to militarize the U.S. - Mexico border.¹¹

At Northrop Grumman's 2021 annual meeting, the human rights impact assessment proposal received 22.35% shareholder support.¹²

<https://www.northropgrumman.com/wp-content/uploads/2020-Annual-Report-Northrop-Grumman.pdf> ;

<https://govtribe.com/award/federal-contract-award/definitive-contract-fa821920c0006>

⁸ https://treaties.un.org/doc/Treaties/2017/07/20170707%2003-42%20PM/Ch_XXVI_9.pdf

⁹ <https://investigate.afsc.org/company/northrop-grumman>

¹⁰ <https://theintercept.com/2020/11/17/dhs-biometrics-dna/>

¹¹ <https://www.tni.org/files/publication-downloads/more-than-a-wall-report.pdf>

¹² <https://investor.northropgrumman.com/node/38126/html>



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

December 1, 2021

Jennifer C. McGarey
Corporate Vice President and Secretary
Northrop Grumman Corporation
2980 Fairview Park Drive
Falls Church, VA 22042

RE: Implementation of Human Rights Impact Assessment

Dear Ms. Mc Garey:

Peace and all good! The Sisters of St. Francis of Philadelphia have been shareholders in Northrop Grumman for several years. As faith-based investors and active members of the Interfaith Center on Corporate Responsibility we appreciate the opportunity to dialogue with you on issues related to human rights and further development of your policy. However, we continue to be concerned with the company's salient human rights issues and complicity with a government that perpetuates human rights risks around the world. As a top military contractor, we urge you to examine your salient risks and complete a Human Rights Impact Assessment for the purpose of reducing greater risks to the company's reputation, shareholder value, and more seriously to the human rights of individuals.

The Sisters of St. Francis of Philadelphia are therefore submitting the enclosed shareholder proposal as lead filer on Implementation of the Human Rights Impact Assessment. I submit it for inclusion in the proxy statement for consideration and action by the stockholders at the next annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Sisters of St. Francis of Philadelphia have continuously beneficially owned, for at least 3 years as of December 1, 2021, at least \$2,000 worth of the Company's common stock. Verification of this ownership is attached. The Sisters of St. Francis of Philadelphia intend to continue to hold such shares through the date of the Company's 2022 annual meeting of shareholders.

The Sisters of St. Francis of Philadelphia are available to meet with the Company via teleconference on December 10, 13, 14 or any date the company chooses that will be appropriate for all. Any co-filers will authorize us to engage with the Company on their behalf, within the meaning of Rule 14a-8)(iii)(B).

Please address all future correspondence and communication regarding this proposal to Nora Nash or Gina Falado, Investor Advocates for Social Justice. Contact information [REDACTED] or [REDACTED] and Gina Falado [REDACTED] or [REDACTED].

Respectfully yours,

Nora M. Nash, OSF
Director, Corporate Social Responsibility

Enclosures

cc: Julie Wokaty, Interfaith Center on Corporate Responsibility (ICCR)

Office of Corporate Social Responsibility

Human Rights Impact Assessment 2022 – Northrop Grumman Corporation

Resolved: Shareholders request that Northrop Grumman publish a report, at reasonable cost and omitting proprietary information, with the results of human rights impact assessments examining the actual and potential human rights impacts associated with high-risk products and services, including those in conflict-affected areas.

Whereas: Northrop Grumman is the world’s fourth-largest defense company, with high-risk business activities in the areas of controversial arms trade, military training, nuclear weapons, and border militarization.¹ Irremediable human rights impacts linked to the end use of the company’s products and services, particularly those with lethal capabilities, expose Northrop Grumman to legal, financial, and reputational risks.

The UN Guiding Principles on Business and Human Rights establish clear expectations for corporations to conduct human rights due diligence, including impact assessments, as part of the corporate responsibility to respect human rights. Risks and due diligence expectations are heightened for business activities in conflict-affected areas. In a 2019 Amnesty International report about the defense industry’s failure to carry out effective human rights due diligence, Northrop Grumman’s Human Rights Policy was criticized for having “fleeting” references to human rights and lacking sufficient focus on impacts of products and services.²

Northrop Grumman has contracted with or supplied weapons to multiple states engaged in conflict, including Saudi Arabia, the United Arab Emirates, India, Israel, Morocco, and Colombia.³ Northrop Grumman is one of the Saudi Arabian Armed Forces’ largest defense partners, supplying weapons since 1971 and providing military training.⁴ A 2020 report by the UN Human Rights Council alleges that Saudi-led coalition airstrikes in Yemen “may amount to war crimes” and the supply of weapons from the U.S. and other countries “has helped to perpetuate the conflict.”⁵ During the May 2021 attacks on Gaza, where apparent war crimes were committed, Northrop Grumman was scrutinized for supplying Longbow missile systems and Apache helicopters to the Israeli Armed Forces.⁶

¹ <https://investigate.afsc.org/company/northrop-grumman>

² <https://www.amnesty.org/en/documents/act30/0893/2019/en/>

³ <https://www.northropgrumman.com/who-we-are/global-presence/> ; <https://www.upi.com/Defense-News/2015/10/16/Colombia-receives-Northrop-Grumman-ANTPS-78-radar/4871445000556/> ; <https://www.morocoworldnews.com/2018/05/246179/morocco-cargo-m1a2s-laser-tanks-us> ; <https://news.northropgrumman.com/news/releases/northrop-grumman-delivers-center-fuselage-for-first-israeli-f-35-aircraft>

⁴ <https://www.northropgrumman.com/who-we-are/northrop-grumman-in-the-middle-east/>

⁵ <https://www.ohchr.org/Documents/HRBodies/HRCouncil/GEE-Yemen/2020-09-09-report.pdf>

⁶ <https://www.hrw.org/news/2021/07/27/gaza-apparent-war-crimes-during-may-fighting#>

<https://www.afsc.org/resource/us-corporations-complicit-military-attacks-gaza>

The company has at least \$24 billion in nuclear weapons contracts, including a new 9-year \$13.3 billion U.S. contract awarded in 2020.⁷ The Treaty on the Prohibition of Nuclear Weapons, which entered into force this year, may require the company to demonstrate that it is not conducting prohibited activities in jurisdictions that ratified the Treaty.⁸

From 2018 to 2021, Northrop Grumman was the primary contractor to develop the Department of Homeland Security's Homeland Advanced Recognition Technology (HART) database.⁹ It will hold sensitive biometric and biographical data for 260 million people, which presents risks of privacy rights violations, increased surveillance, racial bias, and harm to immigrant communities.¹⁰ Northrop Grumman is among the top 14 companies with the most contracts with U.S. Customs and Border Protection to militarize the U.S. - Mexico border.¹¹

At Northrop Grumman's 2021 annual meeting, the human rights impact assessment proposal received 22.35% shareholder support.¹²

⁷https://www.dontbankonthebomb.com/wp-content/uploads/2021/11/2021-Perilous-Profiteering_ExecSummary.pdf ; <https://www.dontbankonthebomb.com/northrop-grumman/> ; <https://www.northropgrumman.com/wp-content/uploads/2020-Annual-Report-Northrop-Grumman.pdf> ; <https://govtribe.com/award/federal-contract-award/definitive-contract-fa821920c0006>

⁸ https://treaties.un.org/doc/Treaties/2017/07/20170707%2003-42%20PM/Ch_XXVI_9.pdf

⁹ <https://investigate.afsc.org/company/northrop-grumman>

¹⁰ <https://theintercept.com/2020/11/17/dhs-biometrics-dna/>

¹¹ <https://www.tni.org/files/publication-downloads/more-than-a-wall-report.pdf>

¹² <https://investor.northropgrumman.com/node/38126/html>

School Sisters of Notre Dame Cooperative Investment Fund



December 2, 2021

Jennifer C. McGarey
Corporate Vice President and Secretary
Northrop Grumman Corporation
2980 Fairview Park Drive
Falls Church, Virginia 22042

Dear Ms. McGarey:

The *School Sisters of Notre Dame Cooperative Investment Fund* is submitting the attached proposal, Human Rights Impact Assessment, pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of Northrop Grumman Corporation for its 2022 annual meeting of shareholders. The *School Sisters of Notre Dame Cooperative Investment Fund* is co filing the Proposal with lead flier, Sister Nora Nash of the Sisters of St. Francis of Philadelphia with authority to schedule a meeting about the proposal and to withdraw on your behalf if an agreement is reached.

The *School Sisters of Notre Dame Cooperative Investment Fund* has continuously beneficially owned, for at least eight years as of the date hereof, at least \$2,000 worth of the Company's common stock. Verification of this ownership is attached. The *School Sisters of Notre Dame Cooperative Investment Fund* intends to continue to hold such shares through the date of the Company's 2022 annual meeting of shareholders.

If you have any questions or need additional information, please contact Sister Nora Nash at: [REDACTED] or [REDACTED] and Gina Falada at: [REDACTED] or [REDACTED].

I look forward to engaging with Northrop Grumman on human rights impacts.

Sincerely

Ethel Howley, SSND

Ethel Howley, SSND
Social Responsibility Resource Person



Human Rights Impact Assessment 2022 – Northrop Grumman Corporation

Resolved: Shareholders request that Northrop Grumman publish a report, at reasonable cost and omitting proprietary information, with the results of human rights impact assessments examining the actual and potential human rights impacts associated with high-risk products and services, including those in conflict-affected areas.

Whereas: Northrop Grumman is the world’s fourth-largest defense company, with high-risk business activities in the areas of controversial arms trade, military training, nuclear weapons, and border militarization.¹ Irremediable human rights impacts linked to the end use of the company’s products and services, particularly those with lethal capabilities, expose Northrop Grumman to legal, financial, and reputational risks.

The UN Guiding Principles on Business and Human Rights establish clear expectations for corporations to conduct human rights due diligence, including impact assessments, as part of the corporate responsibility to respect human rights. Risks and due diligence expectations are heightened for business activities in conflict-affected areas. In a 2019 Amnesty International report about the defense industry’s failure to carry out effective human rights due diligence, Northrop Grumman’s Human Rights Policy was criticized for having “fleeting” references to human rights and lacking sufficient focus on impacts of products and services.²

Northrop Grumman has contracted with or supplied weapons to multiple states engaged in conflict, including Saudi Arabia, the United Arab Emirates, India, Israel, Morocco, and Colombia.³ Northrop Grumman is one of the Saudi Arabian Armed Forces’ largest defense partners, supplying weapons since 1971 and providing military training.⁴ A 2020 report by the UN Human Rights Council alleges that Saudi-led coalition airstrikes in Yemen “may amount to war crimes” and the supply of weapons from the U.S. and other countries “has helped to perpetuate the conflict.”⁵ During the May 2021 attacks on Gaza, where apparent war crimes were committed, Northrop Grumman was scrutinized for supplying Longbow missile systems and Apache helicopters to the Israeli Armed Forces.⁶

The company has at least \$24 billion in nuclear weapons contracts, including a new 9-year \$13.3 billion U.S. contract awarded in 2020.⁷ The Treaty on the Prohibition of Nuclear Weapons, which

¹ <https://investigate.afsc.org/company/northrop-grumman>

² <https://www.amnesty.org/en/documents/act30/0893/2019/en/>

³ <https://www.northropgrumman.com/who-we-are/global-presence/> ; <https://www.upi.com/Defense-News/2015/10/16/Colombia-receives-Northrop-Grumman-ANTPS-78-radar/4871445000556/> ; <https://www.moroccoworldnews.com/2018/05/246179/morocco-cargo-m1a2s-laser-tanks-us> ; <https://news.northropgrumman.com/news/releases/northrop-grumman-delivers-center-fuselage-for-first-israeli-f-35-aircraft>

⁴ <https://www.northropgrumman.com/who-we-are/northrop-grumman-in-the-middle-east/>

⁵ <https://www.ohchr.org/Documents/HRBodies/HRCouncil/HRCouncil/GEE-Yemen/2020-09-09-report.pdf>

⁶ <https://www.hrw.org/news/2021/07/27/gaza-apparent-war-crimes-during-may-fighting#> ;

<https://www.afsc.org/resource/us-corporations-complicit-military-attacks-gaza>

⁷ https://www.dontbankonthebomb.com/wp-content/uploads/2021/11/2021-Perilous-Profitteering_ExecSummary.pdf ; <https://www.dontbankonthebomb.com/northrop-grumman/>;

entered into force this year, may require the company to demonstrate that it is not conducting prohibited activities in jurisdictions that ratified the Treaty.⁸

From 2018 to 2021, Northrop Grumman was the primary contractor to develop the Department of Homeland Security's Homeland Advanced Recognition Technology (HART) database.⁹ It will hold sensitive biometric and biographical data for 260 million people, which presents risks of privacy rights violations, increased surveillance, racial bias, and harm to immigrant communities.¹⁰ Northrop Grumman is among the top 14 companies with the most contracts with U.S. Customs and Border Protection to militarize the U.S. - Mexico border.¹¹

At Northrop Grumman's 2021 annual meeting, the human rights impact assessment proposal received 22.35% shareholder support.¹²

<https://www.northropgrumman.com/wp-content/uploads/2020-Annual-Report-Northrop-Grumman.pdf> ;

<https://govtribe.com/award/federal-contract-award/definitive-contract-fa821920c0006>

⁸ https://treaties.un.org/doc/Treaties/2017/07/20170707%2003-42%20PM/Ch_XXVI_9.pdf

⁹ <https://investigate.afsc.org/company/northrop-grumman>

¹⁰ <https://theintercept.com/2020/11/17/dhs-biometrics-dna/>

¹¹ <https://www.tni.org/files/publication-downloads/more-than-a-wall-report.pdf>

¹² <https://investor.northropgrumman.com/node/38126/html>

EXHIBIT B

PROPOSAL FOUR: SHAREHOLDER PROPOSAL

The Sisters of St. Dominic of Caldwell New Jersey, 75 South Fullerton Avenue, Montclair, NJ 07042, a beneficial owner of 303 shares of common stock of the Company, the Sisters of St. Francis of Philadelphia, 609 S. Convent Road, Aston, PA 19014, a beneficial owner of 11 shares of common stock of the Company, and the School Sisters of Notre Dame Cooperative Investment Fund, 345 Belden Hill Road, Wilton, CT 06897, a beneficial owner of 88 shares of common stock of the Company, the co-proponents of a shareholder proposal, have each stated that it intends to present a proposal at the Annual Meeting. The proposal and supporting statement, for which the Board of Directors accepts no responsibility, is set forth below. The Board of Directors opposes the shareholder proposal for the reasons stated below.

Proposal Four: Shareholder Proposal to Publish Human Rights Impact Assessment Report

Whereas: As the world's fourth-largest defense company, Northrop Grumman's most severe human rights impacts are likely to result from the use of its products and services, such as controversial arms trade, military training, nuclear weapons, and border surveillance systems. Business relationships with the U.S. Government and foreign governments whose activities may be linked to human rights violations may expose Northrop Grumman to legal, financial, and reputational risks.

Under the UN Guiding Principles on Business and Human Rights (UNGPs), companies have a responsibility to respect human rights which is distinct from the duties of states. The high likelihood of severe impacts linked to business in conflict-affected and high-risk areas warrants heightened due diligence. A 2019 Amnesty International report found that the defense industry is failing to carry out effective human rights due diligence. This requires conducting human rights impact assessments to identify and evaluate the actual and potential adverse human rights impacts of the company's business activities.¹ The findings from the impact assessments should inform business decision making, prevention and mitigation efforts, and public disclosure.

Northrop Grumman has contracts with or supplies weapons to multiple states engaged in conflict, including Saudi Arabia, the United Arab Emirates, India, Israel, Morocco, and Colombia.²

Northrop Grumman is one of the Saudi Arabian Armed Forces's largest defense partners, supplying weapons since 1971, and is heavily involved in military training.³ A 2020 report by the UN Human Rights Council alleges that Saudi-led coalition airstrikes in Yemen "may amount to war crimes" and the supply of weapons from the U.S. and other countries "has helped to perpetuate the conflict."⁴

The Department of State's 2020 due diligence guidance on foreign sales of "products or services that have surveillance capabilities" states companies should consider if "the end-user will likely misuse the product or service to carry out human rights violations."⁵

The company also has at least \$68.3 billion in outstanding nuclear weapons contracts with the U.S. and foreign governments.⁶ As the Treaty on the Prohibition of Nuclear Weapons enters into force in 2021, nuclear weapons sales expose Northrop Grumman to increasing regulatory and reputational risks.

Northrop Grumman has a contract with the U.S. Department of Homeland Security to develop infrastructure for the Homeland Advanced Recognition Technology (HART) database. It will hold sensitive biometric and biographical data for 260 million people, which presents risks of privacy rights violations, increased surveillance, racial bias, and harm to immigrant communities.⁷

While Northrop Grumman has a Human Rights Policy, it does not disclose its salient human rights issues or the nature and extent of the participation of impacted rightsholders in its assessment process.

Resolved: Shareholders request that Northrop Grumman publish a report, at reasonable cost and omitting proprietary information, with the results of human rights impact assessments examining the actual and potential human rights impacts associated with high-risk products and services, including those in conflict-affected areas.

¹ <https://www.amnesty.org/download/Documents/ACT3008932019ENGLISH.PDF>

² www.northropgrumman.com/AboutUs/OurGlobalPresence/Pages/default.aspx; www.upi.com/DefenseNews/2015/10/16/Colombia-receives-Northrop-Grumman-ANTPS-78-radar/4871445000556/; www.moroccoworldnews.com/2018/05/246179/morocco-cargo-m1a2s-laser-tanks-us/; <https://news.northropgrumman.com/news/releases/northrop-grumman-delivers-center-fuselage-for-firstisraeli-f-35-aircraft>

³ www.northropgrumman.com/AboutUs/OurGlobalPresence/MiddleEastAndAfrica/Pages/Who-We-Are-in-the-Middle-East.aspx

⁴ <https://www.ohchr.org/Documents/HRBodies/HRCouncil/GEE-Yemen/2020-09-09-report.pdf>

⁵ <https://www.state.gov/wp-content/uploads/2020/10/DRL-Industry-Guidance-Project-FINAL-1-pager-5081.pdf>

⁶ <https://www.dontbankonthebomb.com/northrop-grumman/>

⁷ <https://theintercept.com/2020/11/17/dhs-biometrics-dna/>; <http://www.documentcloud.org/documents/6542043-MSLS-Industry-Day-Presentation-FINAL.html>

Board of Directors' Statement in Opposition to Proposal Four

The Board of Directors has carefully considered Proposal Four and, for the reasons summarized below, unanimously recommends a vote against Proposal Four. The Company is, and has long been, deeply committed to human rights and to transparency, including in how the Company implements its human rights policies and practices. The Company is also committed to updating and refining its program, as we engage with our shareholders and receive their input, and as best practices evolve. Indeed, in 2020, the Company significantly refined its Policy and created a Human Rights Working Group to help ensure its effective implementation. However, the Board does not believe that the Company could implement the Proposal in a meaningful and constructive way, nor that it would serve the interests of our shareholders, or even progress what we believe is the Proponents' ultimate objective.

Proposal Four is not entirely clear. The Proponents appear to be focused not so much on what the Company is doing, but on risks to the Company from doing business with our customers (the US and allied foreign governments), and their use of our products, particularly in areas of armed conflict. Proponents appear to recognize that the Company has a robust human rights policy, but express concern that notwithstanding the extensive list of issues addressed in the policy, we have somehow not disclosed our "salient human rights issues," or the "nature and extent of the participation of [unidentified] impacted rightsholders." They therefore request that the Company publish a report examining "the actual and potential impacts" associated with our customers' future use of our products, including in conflict areas. While the Company is fully committed to advancing human rights, it is difficult to understand how the Proposal would serve our shareholders' interest, or how the Company could effectively address what seems to be the Proponents' underlying concern - namely how the US and other governments engage in armed conflict.

The Board of Directors is concerned that Proponents' request, which is both vague and overly broad, would impose unworkable requirements on the operations of the Company; adversely impact our ability to serve our largest customer, the US Government, and to shape the environment in which governments use our products and services, including to advance human rights; and ultimately harm our business and our ability to grow in service to our shareholders. The Board does not believe Proposal Four will enhance the Company's ability to manage risk, progress a strong culture (including one that demands respect for human rights), influence our customers' behavior or create long-term value for our stakeholders.

Last year, our shareholders considered a similar proposal, and more than 75% of the shareholders who participated, voted against the proposal. The Board of Directors recommends our shareholders do so this year too.

The Company is Deeply Committed to Respecting Human Rights

The Company supports and maintains the highest standards of ethical conduct and is deeply committed to respecting human rights. This commitment is embedded in the Company's culture, values, policies and practices and reflected in the Company's robust Human Rights Policy and in our Standards of Business Conduct.

The Company's Human Rights Policy describes in some detail various components of the Company's approach to protecting and advancing human rights, including:

- Our People: We treat employees, suppliers, partners, customers and competitors with respect and dignity. We are committed to a diverse workforce, treated with equity and enabled in an inclusive environment. We do not tolerate any discrimination in employment based on an individual's protected status. We strive to provide fair working conditions and do not tolerate the use of child labor, forced labor, bonded labor, or human trafficking;
- Our Supply Chain: We are committed to high standards of ethical and business conduct as it relates to the procurement of goods and services. And we require our suppliers to conduct themselves similarly, in a manner consistent with our values and our Supplier Code of Conduct;
- Our Programs and Products: We are committed to high standards of ethical and business conduct as it relates to the development of our products, and to how we provide goods and services. We consider potential risks, including risks to human rights at different stages through the life cycle of a product. We are mindful of potential unintended uses of our products. We have robust processes to help ensure the Company does not do business in countries, or sell products to customers that are not properly approved by the government and consistent with U.S. law. The Company has procedures in place to engage in due diligence, to assess and potentially to mitigate risks before undertaking certain business opportunities, even if they are or would be approved;
- Our Communities: We invest in our communities, including providing funding and support to a wide range of for a wide range of local, national and international causes across the globe;
- Environment: We conduct our operations in an environmentally responsible manner, in compliance with all applicable legal requirements and Company-imposed objectives. We establish various specific environmental goals and then monitor our progress against them. We are committed to sustainability;

PROPOSAL FOUR: SHAREHOLDER PROPOSAL

•Enforcement: We strive for an environment in which employees feel not only free to raise any concerns and report potential violations, but obligated to so. We maintain multiple channels for reporting and provide for prompt investigation of concerns and robust corrective actions, if needed.

The Human Rights Working Group helps to ensure the Policy is effectively implemented. The Working Group includes senior representatives from different functions and our four business sectors. The Board of Directors, through its Policy Committee, provides further oversight of the Company's Human Rights Policy and compliance with it. The Company provides for disclosure and transparency on the Company's website, in the annual Proxy Statement, and in the Company's annual Sustainability Report. The Board of Directors believes that the Company's robust and enhanced policy, procedures, oversight and disclosure enable and demonstrate our commitment to human rights, as well as our responsiveness to shareholders.

Proposal Four Is Neither Practicable nor Constructive

As noted above, Shareholder Proposal Four does not appear to question the Company's commitment to human rights or the substance of our Human Rights Policy. Instead, the Proposal appears to challenge indirectly how the Company's government customers might potentially use our products, and to require the Company somehow to anticipate, assess and disclose the risks that such potential government conduct might harm human rights.

The Company can and does take seriously the identity of the customers to whom we can and do sell our products, and the potential consequences. As an initial matter, security and export controls limit significantly the customers to whom we can sell most of our products and services. Not surprisingly, our business is tied primarily to the US Government and U.S. Government allies. Before entering into specific contracts, the Company considers, among other things, the financial, legal, strategic, operational and reputational implications of doing so. The Company has additional procedures to review potential business activities when they involve certain countries of concern. Those procedures provide for additional focus on compliance and reputational risks, among others, before determining whether to proceed with the proposed business activity. As noted above, the Company is mindful of both intended and unintended uses of its products. The Company has at times decided not to do business in a certain country, even where it was legally permissible, after evaluating the potential risks to the Company. And, similarly, the Company has decided at times to exit or not to pursue certain businesses in light of potential risks to the Company, including risks related to potential human rights concerns.

Proposal Four goes beyond this, however, calling on the Company to examine and publicly report on how the US and other governments might use the products or services we provide, including in conflict, and what impacts might result to human rights. Such an effort would be impracticable and inappropriate and would not likely progress the Proponents' objectives of advancing human rights and reducing the Company's exposure to risk. It would, however, likely complicate how the Company operates on a day-to-day basis and how the Company serves its customers. It would require the Company to speculate about our customers, their current and future mission requirements and their behavior, including how our customers might use our products over time, depending on changes in policies and politics; the evolving threat environment; and what conflicts might arise, when and where. Such efforts, even if practicable, could significantly hinder the Company's ability to operate and grow the business on a day-to-day basis, harm the Company's reputation as a trusted partner, and create a competitive disadvantage.

* * * * *

The Board of Directors and Company management share Proponents' concern for human rights. The Company has a strong Human Rights Policy and regularly evaluates and enhances our programs to implement that policy. However, the Board does not believe that the efforts proposed by Proponents will enhance our current human rights program or be constructive. To the contrary, the Board believes strongly that the proposal is not in the best interests of the Company and our shareholders. The Board therefore opposes this proposal and unanimously recommends that it should not be adopted.

Vote Required

Approval of this proposal requires that the votes cast "for" the proposal exceed the votes cast "against" the proposal. Abstentions and broker non-votes will have no effect on this proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "AGAINST" PROPOSAL FOUR.

EXHIBIT C

PROPOSAL FOUR: SHAREHOLDER PROPOSAL

The Sisters of St. Dominic of Caldwell New Jersey, 75 South Fullerton Avenue, Montclair, NJ 07042, a beneficial owner of 303 shares of common stock of the Company, the Sisters of St. Francis of Philadelphia, 609 S. Convent Road, Aston, PA 19014, a beneficial owner of 11 shares of common stock of the Company, and the School Sisters of Notre Dame Cooperative Investment Fund, 345 Belden Hill Road, Wilton, CT 06897, a beneficial owner of 88 shares of common stock of the Company, the co-proponents of a shareholder proposal, have each stated that it intends to present a proposal at the Annual Meeting. The proposal and supporting statement, for which the Board of Directors accepts no responsibility, is set forth below. The Board of Directors opposes the shareholder proposal for the reasons stated below.

Proposal Four: Shareholder Proposal

Human Rights Impact Assessment 2020 - Northrop Grumman Corporation

Whereas: Under the UN Guiding Principles on Business and Human Rights (UNGPs), companies have a responsibility to respect human rights within their operations and value chains. This responsibility entails that companies should assess, identify, prevent, mitigate, and remediate adverse human rights impacts and disclose how they address salient human rights issues.

Northrop Grumman is the world's third largest defense contractor, with the U.S. Government (USG) representing 82 percent of 2018 sales.¹ Business relationships with the USG and governments whose activities may be linked to human rights violations may expose Northrop Grumman to legal, financial, and reputational risks. It is essential to conduct human rights impact assessments to evaluate and mitigate associated human rights risks.

In 2018, Northrop Grumman was awarded a \$95 million USG contract to develop the Homeland Advanced Recognition Technology (HART) database, which is expected to hold biometric data for 260 million people.² This presents concerns regarding algorithmic racial bias, risks to privacy and First Amendment rights, and potential harm to immigrant communities. The UN Office of the High Commissioner for Human Rights expressed alarm regarding the potential use of lethal autonomous robotics for targeted killings by states, including Northrop Grumman's X-47B drone.³

Conflict-affected areas are characterized by widespread human rights abuses, and the UNGPs encourage business enterprises operating in those contexts to conduct enhanced due diligence to ensure that the business is not involved with such abuses.⁴ Northrop Grumman has contracts with or supplies weapons to multiple states engaged in international and internal armed conflicts, including Saudi Arabia and United Arab Emirates (Yemen), India (Kashmir), Israel (Palestine), Morocco (Western Sahara), and Colombia.⁵

Northrop Grumman is one of Saudi Arabia's largest defense partners and has, "been heavily involved in the training and development of Saudi military personnel."⁶ In 2018, the International Commission of Jurists reported that the Saudi-led coalition violated international humanitarian law during operations in Yemen in 2017.⁷ The UN declared that the conflict created the world's worst humanitarian crisis, with 24 million people dependent on aid and protection.

Northrop Grumman adopted a Human Rights Policy in 2013, but does not disclose its salient human rights issues or how the policy is implemented to prevent, mitigate, or remediate adverse human rights impacts associated with its government contracts. In 2019, 31% of shareholders voted in favor of increased reporting on the implementation of the company's Human Rights Policy.⁸ Yet, investors are still unable to assess how it evaluates and mitigates risks accompanying specific activities such as weapons contracts, military training, biometrics, and emerging technologies, or with governments engaged in conflict.

Resolved: Shareholders request that Northrop Grumman publish a report, at reasonable cost and omitting proprietary information, with the results of human rights impact assessments examining the actual and potential human rights impacts associated with high-risk products and services, including those in conflict-affected areas.

¹ www.northropgrumman.com/AboutUs/AnnualReports/Documents/pdfs/2018_noc_ar.pdf

² www.documentcloud.org/documents/6542043-MSLS-Industry-Day-Presentation-FINAL.html

³ www.theatlantic.com/technology/archive/2014/05/the-military-wants-to-teach-robots-right-from-wrong/370855/

⁴ UNGP Principle 7; www.amnesty.org/en/documents/act30/0893/2019/en/

⁵ www.northropgrumman.com/AboutUs/OurGlobalPresence/Pages/default.aspx; www.upi.com/Defense-News/2015/10/16/Colombia-receives-Northrop-Grumman-ANTPS-78-radar/4871445000556/; www.moroccoworldnews.com/2018/05/246179/morocco-cargo-m1a2s-laser-tanks-us/; www.news.northropgrumman.com/news/releases/northrop-grumman-delivers-center-fuselage-for-first-israeli-f-35-aircraft

⁶ www.northropgrumman.com/AboutUs/OurGlobalPresence/MiddleEastAndAfrica/Pages/Who-We-Are-in-the-Middle-East.aspx

⁷ <http://www.icj.org/wp-content/uploads/2018/09/Yemen-War-impact-on-populations-Advocacy-Analysis-Brief-2018-ENG.pdf>

⁸ <http://investor.northropgrumman.com/node/36321/html>

Board of Directors' Statement in Opposition to Proposal Four

The Board of Directors has carefully considered Proposal Four and, for the reasons summarized below, unanimously recommends a vote against Proposal Four. The Company is, and has long been, deeply committed to human rights and to transparency, including in how the Company implements its human rights policies and practices. The Company is also committed to updating and refining its program, as we engage with our shareholders and as best practices evolve. However, the Board does not believe that the Company could implement the Proposal in a meaningful and constructive way, nor that it would progress the Proponents' stated objectives. Proposal Four is not entirely clear, but it appears that Proponents would require the Company 1) to assess and mitigate actual and potential human rights impacts that could result from the governments' potential uses of our products and services, including in conflict-affected areas, and 2) to publish a report with the results of such assessments. The Board of Directors is concerned that Proponents' request, which is both vague and overly broad, would impose unworkable requirements on the day-to-day operations of the Company; adversely impact our ability to serve our largest customer, the US Government and to shape the environment in which governments use our products and services; and ultimately harm our business and our ability to grow in service to our shareholders. The Board does not believe Proposal Four will enhance the Company's ability to manage risk, progress a strong culture - including one that demands respect for human rights - influence our customers' behavior or create long-term value for our stakeholders.

The Company is Deeply Committed to Respecting Human Rights

The Company supports and maintains the highest standards of ethical conduct and is deeply committed to respecting human rights. This commitment is embedded in the Company's culture, policies and practices and reflected in the Company's Human Rights Policy and in our Standards of Business Conduct.

The Human Rights Policy provides, among other things, that the Company

- Treats employees, suppliers, customers and competitors with dignity and respect and does not tolerate any discrimination in employment based on an individual's protected status;
- Does not tolerate the use of child labor, forced labor, bonded labor, or human trafficking;
- Is committed to the highest standards of ethical and business conduct as it relates to the procurement of goods and services and expects all of our suppliers to conduct themselves in a manner consistent with the values set forth in our Supplier Code of Conduct;
- Maintains established channels for employees who believe there may have been a violation of this policy to report such violations, including to their supervisor, a Business Conduct Officer, the Law Department or Human Resources, or through the OpenLine;
- Provides for prompt investigation of any such concerns and robust corrective action, if needed; and
- Periodically reviews the Human Rights Policy to determine whether revisions are appropriate.

The Board of Directors, through its Policy Committee provides regular oversight of the Company's Human Rights Policy and compliance with it.

In addition, the Company regularly engages with shareholders on social and governance matters, including discussions with the Proponents about our Human Rights Policy and how the Company assesses human rights risks. The Company and the Board welcome the perspectives of our various shareholders and are interested to learn from them to improve further our processes. For example, following discussions with shareholders and other stakeholders, the Company has further enhanced its Human Rights Policy to provide additional details regarding our commitment to human rights, including how we integrate human rights throughout the Company and our supply chain. The revised Human Rights Policy also describes in greater detail our governance structure with respect to human rights, due diligence efforts, communications and training. It provides for a Human Rights Working Group, with senior representatives from different functions and operations, providing additional oversight of how the Company is implementing its Human Rights Policy. At its February meeting, the Board of Directors amended the Policy Committee charter to emphasize further the committee's role in overseeing the Company's commitment to human rights, and expanded disclosures regarding human rights, including in our annual Proxy Statement. Our Sustainability Report, which will be released later this year, will also provide a more in-depth discussion of our Human Rights Policy. The Board of Directors believes that these enhancements further demonstrate our responsiveness to shareholders and our commitment to human rights.

PROPOSAL FOUR: SHAREHOLDER PROPOSAL

Proposal Four Is Neither Practicable nor Constructive

Shareholder Proposal Four does not appear really to question the Company's commitment to human rights or the substance of our Human Rights Policy. Instead, the Proposal appears to challenge indirectly how the Company's government customers might potentially use our products, and to require the Company somehow to anticipate, assess and mitigate the risk that such potential government conduct might harm human rights. The Company takes very seriously the issue of what products it sells to whom, for what purpose. But the Board does not believe this Proposal is an appropriate vehicle to progress Proponents' objectives. Rather than advance human rights, the Board believes this Proposal will instead interfere with the Company's internal day-to-day operations and its ability to generate long-term value for our stakeholders.

The Company can and does take seriously the potential consequences of its products and the identity of the customers to whom we can and do sell them. As an initial matter, security and export controls limit significantly the customers to whom we can sell most of our products and services. Not surprisingly, our business is tied primarily to the US Government and our allies. Before entering into specific contracts, the Company considers, among other things, the financial, legal, strategic, operational and reputational implications of doing so. The Company has additional procedures to review potential business activities when they involve certain countries of concern. Those procedures require the Company to focus on compliance and reputational risks, among others, before determining whether or not to proceed with the proposed business activity. And the Company has, at times, decided not to do business in a certain country, even where it was legally permissible, after evaluating the potential risks to the Company.

Proposal Four goes beyond this, however, calling on the Company to anticipate, examine and report on how the US and other governments will or might use the products or services we provide, and suggesting we mitigate the "actual and potential human rights impacts associated with" the government's use of Company products and services, "including those in conflict-affected areas." Such an effort would be impracticable and inappropriate. It would complicate, to say the least, how the Company operates on a day-to-day basis, implicating, among other things, how the Company conducts engineering, strategy, business development and government relations; how the Company considers and manages its relationships with government customers; the nature and capabilities of the products and services we develop and deliver; bid proposals; the terms of the contracts on which we perform; and the countries and markets in which we do business. It would require the Company to speculate about our customers, their mission requirements and their behavior, including how our customers might use our products over time, depending on changes in policies and politics; the evolving threat environment; and what conflicts might arise, when and where. Such efforts, even if practicable, could significantly hinder the Company's ability to operate and grow the business on a day-to-day basis, harm the Company's reputation as a trusted partner, and create a competitive disadvantage. Such efforts are not likely to advance human rights or to accomplish Proponents' stated objective of protecting the Company against risk.

* * * * *

The Board of Directors and Company management share Proponents' concern for human rights. The Company has a strong Human Rights Policy and regularly evaluates and enhances our programs to implement that policy. The Board of Directors has considered this Proposal and appreciates the extensive dialogue with Proponents. However, the Board does not believe that the efforts proposed by Proponents will provide any enhancements to our current human rights program or be constructive. To the contrary, the Board believes strongly that the proposal is not in the best interests of the Company and our shareholders. The Board therefore opposes this proposal and unanimously recommends that it should not be adopted.

Vote Required

Approval of this proposal requires that the votes cast "for" the proposal exceed the votes cast "against" the proposal. Abstentions and broker non-votes will have no effect on this proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "AGAINST" PROPOSAL FOUR.

EXHIBIT D

PROPOSAL FOUR: SHAREHOLDER PROPOSAL

The Sisters of St. Dominic of Caldwell New Jersey, 75 South Fullerton Avenue, Montclair, NJ 07042, a beneficial owner of 137 shares of common stock of the Company, the Sisters of St. Francis of Philadelphia, 609 S. Convent Road, Aston, PA 19014, a beneficial owner of 46 shares of common stock of the Company, and the School Sisters of Notre Dame Cooperative Investment Fund, 345 Belden Hill Road, Wilton, CT 06897, a beneficial owner of 88 shares of common stock of the Company, the co-proponents of a shareholder proposal, have each stated that it intends to present a proposal at the Annual Meeting. The proposal and supporting statement, for which the Board of Directors accepts no responsibility, is set forth below. The Board of Directors opposes the shareholder proposal for the reasons stated below.

Proposal Four: Shareholder Proposal Regarding Human Rights Policy

Report on Implementation of Human Rights Policy 2019 - Northrop Grumman Corporation

Whereas: Corporations have a responsibility to respect human rights within company-owned operations and through business relationships under the UN Guiding Principles on Business and Human Rights (UNGPs). To meet this responsibility, companies are expected to conduct human rights due diligence to assess, identify, prevent, mitigate, and remedy adverse human rights impacts. Due diligence should address any human rights impacts a company causes or contributes to through its own business activities and those which are directly linked to its products or services. Meaningful implementation of a human rights policy requires effective due diligence systems.

Northrop Grumman is the third largest government contractor in the United States, and the U.S. Government accounts for 85% of the company's 2017 sales. Developing products and services for the Department of Defense (DoD), the Intelligence Community, and other agencies whose activities may be linked to human rights violations may expose Northrop Grumman to legal, financial, and reputational risks. Therefore, it is essential for the company to conduct human rights due diligence to evaluate and mitigate human rights risks associated with its government contracts.

In February 2018, Northrop Grumman was awarded a \$95 million contract with the Department of Homeland Security's (DHS) Office of Biometric Identity Management to develop technology for the Homeland Advanced Recognition Technology (HART) database.¹ This database will expand the capacity of DHS to collect, store, and share biometric data, such as facial images, fingerprints, iris images, and voice, as well as biographical data, including personal identification numbers, citizenship status, and nationality.² There are concerns that the algorithms used to identify facial images that may be stored in the database have inherent racial bias.³ The HART database will amplify the surveillance capabilities of government agencies, presenting risks to privacy and First Amendment rights and causing harm to immigrant communities. Through the provision of services through the DHS contract, Northrop Grumman may be linked or contribute to these adverse human rights impacts.

While Northrop Grumman adopted a Human Rights Policy in 2013, it does not disclose how the policy is operationalized to reduce the risks that the company may cause or contribute to adverse human rights impacts. Investors are unable to assess how Northrop Grumman embeds respect for human rights into the process for vetting and implementing contracts with the U.S. Government or foreign governments, or the effectiveness of any systems which may be in place to prevent or mitigate human rights risks.

Resolved: Shareholders request that the Board of Directors prepare a report, at reasonable cost and omitting proprietary information, on Northrop Grumman's management systems and processes to implement its Human Rights Policy.

Supporting Statement: We recommend the report include:

- The company's human rights due diligence process and indicators used to assess effectiveness;
- The role of the Board in oversight of human rights risks; and
- Systems to embed respect for human rights into business decision-making processes for its operations, contracts, and supply chain.

¹ <https://news.northropgrumman.com/news/releases/northrop-grumman-wins-95-million-award-from-department-of-homeland-security-to-develop-next-generation-biometric-identification-services-system>

² <https://www.federalregister.gov/documents/2018/04/24/2018-08453/privacy-act-of-1974-system-of-records>

³ <https://www.aclu.org/blog/privacy-technology/surveillance-technologies/amazons-face-recognition-falsely-matched-28>

Board of Directors' Statement in Opposition to Proposal Four

The Board of Directors recommends a vote AGAINST Proposal Four.

PROPOSAL FOUR: SHAREHOLDER PROPOSAL

The Company is strongly committed to supporting and maintaining the highest standards of ethical conduct and respect for human rights. This respect is embedded in the Company's culture, and reflected in the Company's Human Rights Policy adopted in 2013.

The Human Rights Policy, by its nature, reflects our policies and addresses how they are implemented. For example, the Policy provides that:

- The Company treats employees, suppliers, customers and competitors with dignity and respect. The Company does not tolerate any discrimination in employment based on an individual's protected status. Northrop Grumman does not tolerate the use of child labor, forced labor, bonded labor, or human trafficking.
- Northrop Grumman is committed to the highest standards of ethical and business conduct as it relates to the procurement of goods and services. The Company expects suppliers to conduct themselves in a manner consistent with the values set forth in our Standards of Business Conduct.
- Employees who believe there may have been a violation of this policy should report it through established channels, including to their supervisor, Business Conduct Officer, the Law Department or Human Resources, or the OpenLine.
- Northrop Grumman will periodically review this policy to determine whether revisions are appropriate.

The Company's Standards of Business Conduct also reflect our commitment to human rights. Our Standards of Business Conduct, which applies to our directors, officers, employees, consultants and contractors, provide, among other things, for:

- The Company's commitment to a culture that values and fosters diversity and inclusion.
- The Company will not tolerate discrimination on the basis of race or ethnicity, color, national origin, ancestry, sex, gender, identity or expression, sexual orientation, marital or parental status, pregnancy or childbirth or related conditions, religion, creed, age, disability, genetic information, veteran status or any other protected status.
- Reasonable accommodations for qualified persons based on disabilities, religious beliefs and pregnancy/childbirth.
- A workplace where everyone is treated with dignity and respect.
- Protecting the privacy of others, including the protection of personal information of our employees, contractors, customers and suppliers.
- Supporting and enhancing the communities in which our employees live and work, including maintaining outreach programs and partnering with local organizations. The Company does not provide funding or support to organizations that improperly discriminate against others or take positions or actions contrary to our Company values.
- Our policies, practices and procedures reflect a strong commitment to human rights as set forth in the Universal Declaration of Human Rights. The Company does not condone the use of child or forced labor, indentured servitude, human trafficking or other violations of human rights. The Company expects its partners and suppliers to share this commitment and adopt and enforce principles similar to those in our Human Rights Policy.

Like Proponents, the Board of Directors recognizes the importance of working to ensure that those seeking to do business with the Company also respect basic human rights. The Company states as follows in its most recent Corporate Responsibility Report:

We expect our suppliers will treat others with dignity and respect, encourage diversity, remain receptive to diverse opinions, promote equal opportunity and foster an inclusive and ethical culture. They must refrain from violating the rights of others and address any adverse human rights impact on their operations. This includes child labor, human trafficking, harassment, nondiscrimination, wage and benefit compensation and social dialog.

The Company maintains a Supplier Standards of Business Conduct that also makes clear our commitment to ethical conduct and social responsibility at all tiers of our supply base. These standards are based, in part, on the supplier codes from the Defense Industry Initiative and the International Forum on Business Ethical Conduct. The Company's suppliers receive an annual notification about our policies and values. The Company asks our suppliers and those who work with them, including employees and subcontractors, to comply with our Supplier Standards of Business Conduct. The Company regularly communicates our commitments to our suppliers regarding social responsibility and regulatory areas, including EEO/Affirmative Action, conflict minerals, counterfeit parts, anti-human trafficking and cybersecurity.

The Company also publishes several times a year an Ethics Newsletter that is disseminated to all employees. In June 2018, the focus of the newsletter was Human Rights, and the importance of human rights to all aspects of our business.

The Company continued to win numerous awards in 2018 recognizing our outstanding ethical culture and respect for human rights. They included:

- Catalyst Award for Northrop Grumman's "Building the Best Culture, Leveraging the Power of Women" Initiative;
- Among Top 50 Companies for Diversity, No. 1 for Veterans and No. 2 for Diversity Councils and People with Disabilities as recognized by DiversityInc;

PROPOSAL FOUR: SHAREHOLDER PROPOSAL

- Among the Best Place to Work for People with Disabilities Employer of the Year: Inspire Award from the Disability Equality Index;
- Among the Best for Vets Employers by Military Times;
- Among Best Places to Work for LGBT Equality by the Human Rights Campaign;
- Among the "Best of the Best" for Top Veteran-Friendly Companies and Top Supplier Diversity Programs by U.S. Veterans Magazine; and
- Among the 100 Best Corporate Citizens by Corporate Responsibility Magazine.

The Company is committed to respecting human rights and has been transparent about both the Company's policies and how they are implemented. Management holds all employees accountable for protecting and enhancing our culture, including the respect for human rights, and does so subject to active oversight by our Board of Directors.

The Board of Directors believes, however, that this Proposal Four is both unnecessary (we are already committed to robust human rights policies and transparency in how they are implemented) and inappropriate, suggesting unworkable requirements on the day-to-day operations - of the Company and our customers - through a shareholder proposal.

The essence of this proposal appears to us to be aimed not so much at our conduct, but rather at the conduct of the US Government. The focus of Proponents' concern seems to be how our customers will or might use the products we provide and the indirect consequences of the manner in which the US Government deploys them at a given point in time and under various circumstances. To be sure, the Company can and does take seriously the potential consequences of its products and the identity of the customers to whom we can and will sell them. The Company's management systems and processes (on which Proponents seek a report) cannot, however, resolve Proponents' apparent underlying concerns that the Government might use our products in a way that is unacceptable to Proponents.

In addition, we note that much of the relevant information regarding our human rights policy is already publicly available on our website for shareholders to review. Such information includes, for example, our Corporate Responsibility Report, as well as information regarding:

- Environmental, Social and Governance Performance Data
- Anti-Human Trafficking and Slavery Statement
- Anti-Corruption Compliance
- Conflicts Minerals Statement
- Environmental Sustainability
- Environmental Recognition
- Global Supplier Diversity Program
- Supplier Standards of Business Conduct
- Operation IMPACT

It is also important to note that the specific management systems and processes on which Proponents seek a report implicate daily operations and a wide array of business considerations. By seeking to micromanage these processes, the Proposal would infringe on the Company's ability to run its day-to-day business operations.

The Board of Directors and Company management share Proponents' concern for human rights. The Company has previously adopted a strong human rights policy and continually evaluates our programs to implement that policy. The Board of Directors has considered this proposal and appreciates the feedback from Proponents. However, the Board does not believe that the report proposed by Proponents will provide any enhancements to our current human rights policies. To the contrary, the Board believes that this Proposal Four is neither necessary nor an appropriate way to ensure the Company meets its responsibilities. The Board believes strongly that the proposal is not in the best interests of the Company and our shareholders. The Board therefore opposes this proposal and recommends that it should not be adopted.

Vote Required

Approval of this proposal requires that the votes cast "for" the proposal exceed the votes cast "against" the proposal. Abstentions and broker non-votes will have no effect on this proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "AGAINST" PROPOSAL FOUR.

EXHIBIT E

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported)

May 19, 2021

NORTHROP GRUMMAN CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

1-16411
(Commission File Number)

80-0640649
(IRS Employer
Identification Number)

2980 Fairview Park Drive, Falls Church, VA 22042
(Address of principal executive offices)(Zip Code)

(703) 280-2900
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	NOC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.07. Submission of Matters to a Vote of Security Holders.

At the 2021 Annual Meeting held on May 19, 2021, shareholders considered and approved the three proposals that management presented, each of which is described in more detail in the Company's Proxy Statement filed on April 2, 2021. Shareholders did not approve either the shareholder proposal that the Company assess and report on potential human rights impacts that could result from governments' use of our products, or the shareholder proposal to move to a 10% ownership threshold for shareholders to request action by written consent.

The results detailed below represent the final voting results as certified by the Inspectors of Election.

Management ProposalsProposal 1

The shareholders elected the following twelve directors: Kathy J. Warden, David P. Abney, Marianne C. Brown, Donald E. Felsing, Ann M. Fudge, William H. Hernandez, Madeleine A. Kleiner, Karl J. Krapek, Gary Roughead, Thomas M. Schoewe, James S. Turley and Mark A. Welsh III.

Director	For	Against	Abstain	Broker Non-Vote
Kathy J. Warden	124,886,161	4,486,927	382,007	14,385,935
David P. Abney	127,795,538	1,302,541	657,016	14,385,935
Marianne C. Brown	127,459,456	1,700,535	595,104	14,385,935
Donald E. Felsing	124,188,795	4,956,701	609,599	14,385,935
Ann M. Fudge	126,748,415	2,345,700	660,980	14,385,935
William H. Hernandez	127,516,282	1,676,911	561,902	14,385,935
Madeleine A. Kleiner	124,247,789	3,858,610	1,648,696	14,385,935
Karl J. Krapek	125,108,282	4,025,463	621,350	14,385,935
Gary Roughead	126,877,855	2,319,170	558,070	14,385,935
Thomas M. Schoewe	126,593,518	2,491,502	670,075	14,385,935
James S. Turley	126,389,371	2,731,391	634,333	14,385,935
Mark A. Welsh III	127,434,408	1,753,294	567,393	14,385,935

Proposal 2

The shareholders approved, on an advisory basis, the compensation of the Company's named executive officers, with a vote of:

For	Against	Abstain	Broker Non-Vote
123,340,740	4,765,849	1,648,506	14,385,935

Proposal 3

The shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending December 31, 2021 with a vote of 140,098,715 shares for, 3,533,351 shares against and 508,964 abstentions.

Shareholder ProposalsProposal 4

The shareholders did not approve the shareholder proposal that the Company assess and report on potential human rights impacts that could result from governments' use of our products and services.

For	Against	Abstain	Broker Non-Vote
28,662,071	99,579,228	1,513,796	14,385,935

Proposal 5

The shareholders did not approve the shareholder proposal to move to a 10% ownership threshold for shareholders to request action by written consent.

For	Against	Abstain	Broker Non-Vote
58,332,772	70,552,962	869,361	14,385,935

The Board of Directors will carefully consider the shareholders' votes on these proposals and the feedback received in the course of our shareholder engagement.

Meredith B. Cross

+1 202 663 6644 (t)
+1 202 663 6363 (f)
meredith.cross@wilmerhale.com

February 16, 2022

Via E-mail to shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

**Re: Northrop Grumman Corporation
Withdrawal of No-Action Request Dated January 11, 2022, Relating to
Shareholder Proposal Submitted by the Sisters of St. Dominic of Caldwell
New Jersey, School Sisters of Notre Dame Cooperative Investment Fund and
Sisters of St. Francis of Philadelphia**

Ladies and Gentlemen:

We are writing on behalf of our client, Northrop Grumman Corporation (the “Company”), with regard to our letter dated January 11, 2022 (the “No-Action Request”), concerning the shareholder proposal and supporting statement (collectively, the “Shareholder Proposal”) submitted by the Sisters of St. Dominic of Caldwell New Jersey, School Sisters of Notre Dame Cooperative Investment Fund and Sisters of St. Francis of Philadelphia (the “Proponents”) for inclusion in the proxy statement to be distributed to the Company’s shareholders in connection with its 2022 Annual Meeting of Shareholders.

On February 15, 2022, the Proponents withdrew the Shareholder Proposal by letter (attached as Exhibit A to this letter). In reliance on the Proponents’ letter, the Company is withdrawing the No-Action Request.

If the staff of the Division of Corporation Finance of the Securities and Exchange Commission has any questions with respect to the foregoing, or requires additional information, please do not hesitate to contact me at meredith.cross@wilmerhale.com or (202) 663-6644, or Jennifer C.

February 16, 2022

Page 2

McGarey, Corporate Vice President & Secretary, Northrop Grumman Corporation at
Jennifer.McGarey@ngc.com.

Very truly yours,

A handwritten signature in black ink, appearing to read 'M. Cross', with a stylized flourish at the end.

Meredith B. Cross

Enclosure

cc: Jennifer C. McGarey, Northrop Grumman Corporation
Lillian Brown, Wilmer Cutler Pickering Hale and Dorr LLP
Gina Falada, Investor Advocates for Social Justice
Patricia Daly, Sisters of St. Dominic of Caldwell New Jersey
Ethel Howley, School Sisters of Notre Dame Cooperative Investment Fund
Nora Nash, Sisters of St. Francis of Philadelphia

EXHIBIT A

From: Nora Nash [REDACTED]
Sent: Tuesday, February 15, 2022 12:09 PM
To: McGarey, Jennifer C [US] (CO) [REDACTED]
Subject: EXT :Withdrawal Letter
Importance: High

Dear Jennifer,

I hope your day is going well. On behalf of the shareholders of the resolution on Human Rights Impact Assessment, I am officially withdrawing that resolution on behalf of all the filers listed.

We appreciate your working with us.

See attached letter.

Peace

Nora

Nora. M. Nash, OSF
Director, Corporate Social Responsibility
Sisters of St Francis of Philadelphia
[REDACTED]
[REDACTED]

Website: www.osfphila.org

Become a fan on Facebook:

<http://www.facebook.com/Srs of St Francis Phila#!/Srs of St Francis Phila?ref=sgm>

Follow us on Twitter: <http://twitter.com/Srs of St Francis> (<http://twitter.com/Srs of St Francis>)



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

February 13, 2022

Jennifer C. McGarey
Corporate Vice President and Secretary
Northrop Grumman Corporation
2980 Fairview Park Drive
Falls Church, VA 22042

Via mail and email to [REDACTED]

Dear Ms. McGarey,

I am writing to follow up about the shareholder proposal filed by the Sisters of St. Francis of Philadelphia, Sisters of St. Dominic of Caldwell, and School Sisters of Notre Dame Cooperative Investment Fund for the 2022 Northrop Grumman shareholder meeting calling for a Human Rights Impact Assessment. In response to the no-action request from Northrop Grumman indicating the company's intention to exclude the proposal based on the resubmission threshold rules governed by the Securities and Exchange Commission, I am notifying you that the shareholder proponents will be withdrawing the proposal based on these grounds.

Please email me at [REDACTED] if there are any questions or concerns related to this correspondence. We look forward to the opportunity for future engagement with Northrop Grumman to continue the conversation on human rights.

Respectfully yours,

Sr. Nora Nash
Sisters of St. Francis of Philadelphia

Cc: Sr. Pat Daly [REDACTED], Sr. Ethel Howley [REDACTED], Gina Falada [REDACTED]