

AEROJET ROCKETDYNE HOLDINGS, INC.

SPECIAL TELEPHONIC MEETING OF THE BOARD

January 27, 2022

BOARD RESOLUTIONS

RESOLVED, that in the event Aerojet's merger with Lockheed Martin does not close for any reason by the 2022 annual meeting of stockholders (the "**Annual Meeting**"), Aerojet's slate of director candidates for election at the Annual Meeting will be fixed at seven (7) individuals comprised of General Kevin Chilton, James Henderson, Warren Lichtenstein, General Lance Lord, Audrey McNiff, Martin Turchin and Eileen Drake.

RESOLVED, that the Annual Meeting will be held no later than Wednesday, May 4, 2022 if Aerojet's merger with Lockheed Martin has not closed by such date.

RESOLVED, that following the Annual Meeting, the Board will use its reasonable best efforts to seek to add two diverse director candidates to the Board.

RESOLVED, that the Board hereby approves Aerojet's entry into attached Letter Agreement, dated the date hereof, pertaining to matters relating to the foregoing resolutions.

RESOLVED, that the Executive Chairman and the appropriate executive officers of Aerojet be, and they hereby are, authorized and directed to execute, deliver and file any such certificates, instruments, agreements or documents, and to pay such fees and expenses and make all appropriate regulatory filings with relevant governmental authorities, and to do and perform such further acts and things in the name and on behalf of Aerojet as they in their discretion shall deem necessary, proper or advisable in order to fully carry out the intent and purposes of the foregoing resolutions.