

Shareholder Reference Number

Form of Proxy – Court Meeting to be held on 21 September 2021



Cast your Proxy online 24/7...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown in this box and agree to certain terms and conditions. You can view the Notice of Court Meeting online at: www.meggittoffer.com.

Control Number: 917398

SRN:

PIN:

To be effective, all proxy appointments must be lodged with Computershare Investor Services PLC (the "Registrars") at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 10:00 a.m. on 17 September 2021 (or in the case of an adjourned meeting not later than 48 hours (excluding any part of the day which is not a working day) prior to the time and date set for the adjourned meeting). If not lodged by this time, a copy of this BLUE Form of Proxy may also be emailed to externalproxyqueries@computershare.co.uk at any time up to thirty minutes before the start of the Court Meeting. Please note that any Forms of Proxy sent to this email address before 10:00 a.m. on 17 September 2021 may be discounted as invalid.

Explanatory Notes:

1. Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the shareholder circular made available to members of the Company on 16 August 2021. All capitalised but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meaning as set out in that shareholder circular.
2. The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically, through CREST or by any other procedure described in the Scheme Document) will not prevent you from attending, asking questions (and/or raising objections) and voting at the Court Meeting, either in person (subject to any COVID-19 restrictions in force at the time) or remotely via the Virtual Meeting Platform, if you are entitled to and wish to do so.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Court Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6:30 p.m. on 17 September 2021 (or, if the Court Meeting is adjourned, at 6:30 p.m. on the date which is not later than 48 hours (excluding any part of a day that is not a working day) prior to the date set for the adjourned meeting). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
4. Every member of the Company has the right to appoint the Chair of the Court Meeting (or some other person), as his or her proxy to exercise all or any of his or her rights, to attend, speak and vote on their behalf at the Court Meeting. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box on the reverse hereof the number of shares in relation to which the proxy is authorised to act as your proxy. If left blank, the proxy will be deemed to be appointed in respect of your full voting entitlement.
5. To appoint more than one proxy in respect of a different share or shares, an additional Form of Proxy may be obtained by contacting the Registrar's helpline on +44 (0) 370 703 6210 or you may photocopy this Form of Proxy. Please indicate in the box overleaf the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope (if possible).
6. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours (excluding any part of a day that is not a working day) before the time appointed for holding the Court Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. You may also appoint a proxy electronically by logging on to www.investorcentre.co.uk/eproxy.
7. As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
8. This Form of Proxy must be signed in order to be valid. Any alterations made to this Form of Proxy should be initialled.
9. In the case of joint holders of a share the vote of the senior holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
10. The completion and return of this Form of Proxy will not preclude a member from emailing a copy of a revised Form of Proxy to externalproxyqueries@computershare.co.uk at any time up to thirty minutes before the start of the Court Meeting, as noted above.
11. If you have any questions relating to this Form of Proxy, please ring the Registrars' helpline on +44 (0) 370 703 6210. This helpline cannot provide advice on the merits of the Scheme nor give any financial, legal or taxation advice.

Kindly Note: This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Attendance

Whilst COVID-19 restrictions have been lifted as at the date of dispatch of this Form of Proxy, the Meggitt Directors note that the COVID-19 situation is constantly evolving, and the UK Government may change current restrictions or implement further measures which affect the holding of shareholder meetings. As such, whether you intend to participate (in person or remotely) or not, **you are strongly encouraged to appoint the Chair of the Court Meeting as your proxy for the Court Meeting**. If any other person is appointed as proxy and COVID-19 restrictions are introduced which affect the holding of the Court Meeting, that proxy may not be permitted to attend the Court Meeting in person (but will be able to remotely attend, ask questions and/or raise objections and vote at the Court Meeting via the Virtual Meeting Platform).

Any changes to the arrangements for the Court Meeting will be communicated to Scheme Shareholders before the Court Meeting, including through Meggitt PLC's website, www.meggittoffer.com and by announcement through a Regulatory Information Service.

Scheme Shareholders are also reminded that they can remotely attend, ask questions (and/or raise objections) and vote at the Court Meeting by accessing the Virtual Meeting Platform at: <https://web.lumiagm.com> via a mobile web client which is compatible with the latest browser versions of Chrome, Firefox, Edge and Safari or by using any web browser on a PC or a smartphone device.

You will be asked to enter the Lumi Meeting ID which is 131-930-229, and your Shareholder Reference Number ("**SRN**") and PIN, which can be found on the top of this Form of Proxy and below.

SRN:

PIN:



Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair of the Court Meeting. Please leave this box blank if you wish to select the Chair of the Court Meeting as your proxy. Do not insert your own name(s).

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I/We hereby appoint the Chair of the Court Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Court Meeting of Meggitt PLC to be held at the Company's head office, Pilot Way, Ansty Business Park, Coventry, CV7 9JU, United Kingdom on 21 September at 10:00 a.m., and at any adjourned meeting.

*For the appointment of more than one proxy, please refer to Explanatory Note 5.

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Number of shares over which the proxy is appointed. Please leave this box blank if you wish to appoint a proxy in relation to all of your shares.

CR-2021-001248

In the High Court of Justice Business and Property Courts of England and Wales, Companies Court (ChD)
In the Matter of Meggitt PLC and in the Matter of the Companies Act 2006

If you wish to vote to confirm the approval of the Scheme, sign in the box marked 'FOR the Scheme', or if you do not wish to vote to confirm the approval of the Scheme, sign in the box marked 'AGAINST the Scheme'.

PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW. THE FORM MUST BE SIGNED IN ORDER TO BE VALID. HOWEVER, IF YOU SIGN MORE THAN ONE BOX THIS FORM OF PROXY WILL BE INVALID.

FOR the Scheme

AGAINST the Scheme

Signed

Signed

I/We instruct my/our proxy as indicated on this Form of Proxy. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the Court Meeting other than the resolution to approve the Scheme which may come before the Court Meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

