

## PART XI

### NOTICE OF COURT MEETING

IN THE HIGH COURT OF JUSTICE  
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES  
COMPANIES COURT (ChD)  
CHIEF INSOLVENCY AND COMPANIES COURT JUDGE BRIGGS

CR-2021-001248

#### IN THE MATTER OF MEGGITT PLC

and

#### IN THE MATTER OF THE COMPANIES ACT 2006

NOTICE IS HEREBY GIVEN that, by an order dated 13 August 2021 made in the above matters, the Court has given permission for a hybrid meeting (the “**Court Meeting**”) to be convened of the holders of Scheme Shares as at the Voting Record Time (each as defined in the Scheme (defined below)) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 (the “**Companies Act**”) between Meggitt PLC (the “**Company**”) and the holders of Scheme Shares (the “**Scheme**”) and that such hybrid meeting will be held at Pilot Way, Ansty Business Park, Coventry, CV7 9JU, United Kingdom and electronically by live broadcast at 10:00 a.m. on 21 September 2021.

A copy of the Scheme and a copy of the explanatory statement required to be published pursuant to section 897 of the Companies Act are incorporated in the Document of which this notice forms part.

Unless the context requires otherwise, any capitalised term used but not defined in this notice shall have the meaning given to such term in the Document of which this notice forms part.

Voting on the resolution to approve the Scheme will be by poll, which shall be conducted as the Chair of the Court Meeting may determine.

#### **COVID-19 restrictions**

Whilst COVID-19 restrictions have been lifted as at the date of publication of this notice, 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, whilst Scheme Shareholders will be permitted to attend the Court Meeting in person if they are entitled to and wish to do so (subject to any applicable COVID-19 restrictions then in force), they are strongly encouraged to appoint “the Chair of the meeting” as 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 any objections and vote at the Court Meeting via the Virtual Meeting Platform, further details of which are set out below and in the Virtual Meeting Guide).

Scheme Shareholders are also reminded that they can remotely attend, ask questions and/or raise any objections and vote at the Court Meeting via the Virtual Meeting Platform, as described in the Virtual Meeting Guide. Scheme Shareholders may also submit questions to be considered at the Court Meeting at any time up to 48 hours before the Court Meeting by emailing [shareholders@meggitt.com](mailto:shareholders@meggitt.com) or on the day 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’s website [www.meggittoffer.com](http://www.meggittoffer.com) and by announcement through a Regulatory Information Service.

All references in this notice to “attend” and “vote” or “attending” and “voting” in the context of the Court Meeting include remote attendance via the Virtual Meeting Platform and voting by proxy or remotely via the Virtual Meeting Platform respectively.

## **Instructions for accessing the Virtual Meeting Platform**

In addition to being able to attend, ask questions and/or raise any objections and vote at the Court Meeting in person, Scheme Shareholders will be given the opportunity instead to remotely attend, ask questions and/or raise any objections and vote at the Court Meeting via the Virtual Meeting Platform provided by Lumi. Scheme Shareholders may also submit questions to be considered at the Court Meeting at any time up to 48 hours before the Court Meeting by emailing [shareholders@meggitt.com](mailto:shareholders@meggitt.com).

Scheme Shareholders can access the Virtual Meeting Platform via a mobile web client, which is compatible with the latest browser versions of Chrome, Firefox, Edge and Safari and can be accessed using any web browser, on a PC or smartphone device. To remotely attend, ask questions and/or raise any objections and vote using this method, please go to <https://web.lumiagm.com>.

Once you have accessed <https://web.lumiagm.com> from your web browser, you will be asked to enter the Lumi Meeting ID which is 131-930-229. You will then be prompted to enter your unique shareholder reference number ("**SRN**") and PIN. These can be found printed on your Form of Proxy. If you are unable to access your SRN or PIN please contact the Company's registrar, Computershare, by calling the shareholder helpline on: +44 (0)370 703 6210. Lines are open between 8:30 a.m. and 5:30 p.m. Monday to Friday (except UK public holidays). Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Computershare cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.

Access to the Court Meeting via the website will be available from 9:30 a.m. on 21 September 2021, as further detailed below. However, voting functionality will not be enabled until the Chair of the Court Meeting declares the poll open. Scheme Shareholders will be permitted to ask questions (via the Virtual Meeting Platform) during the course of the Court Meeting. Scheme Shareholders can use the same function to raise any objections they may have to the Scheme. Scheme Shareholders may also submit questions to be considered at the Court Meeting at any time up to 48 hours before the Court Meeting by emailing [shareholders@meggitt.com](mailto:shareholders@meggitt.com). The Chair of the Court Meeting will ensure that all such questions and/or any objections relating to the formal business of the Court Meeting are addressed during the Court Meeting, unless no response is required to be provided under the Companies Act or the provision of a response would, at the Chair's discretion, otherwise be undesirable in the interests of the Company or the good order of the Court Meeting.

**During the Court Meeting, you must ensure you are connected to the internet at all times in order to ask questions and/or raise any objections and vote when the Chair commences polling. Therefore, it is your responsibility to ensure connectivity for the duration of the Court Meeting via your wireless or other internet connection.** The Virtual Meeting Guide contains further information on remotely accessing and participating in the Meeting via the Virtual Meeting Platform, <https://web.lumiagm.com> and is available on Meggitt's website at [www.meggittoffer.com](http://www.meggittoffer.com).

If you wish to appoint a proxy and for the proxy to attend the virtual meeting on your behalf, please contact Computershare by calling the shareholder helpline on: +44 (0)370 703 6210. Lines are open between 8:30 a.m. and 5:30 p.m. Monday to Friday (except UK public holidays). Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Computershare cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.

If your shares are held within a nominee and you wish to access the virtual meeting, you will need to contact your nominee immediately. Duly appointed proxies and corporate representatives should e-mail a scanned copy of their letter of representation and shareholder reference number to [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) by no later than 48 hours before the start of the Court Meeting in order to obtain a unique username and PIN to use to access the virtual meeting.

## **Right to appoint a proxy; procedure for appointment**

Voting at the Court Meeting will be by poll. Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST) set out below. In particular, given the ongoing uncertainty regarding the COVID-19 situation, Scheme Shareholders are strongly encouraged to appoint "the Chair of the meeting" as 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 any objections and vote at the Court Meeting via the Virtual Meeting Platform).

The completion and return of the BLUE Form of Proxy by post (or transmission of a proxy appointment or voting instruction electronically, online, through CREST or by any other procedure described below) will not prevent Scheme Shareholders from attending and voting at the Court Meeting (in person or remotely via the Virtual Meeting Platform) if they are entitled to and wish to do so (subject to any applicable COVID-19 restrictions then in force).

(a) ***Sending BLUE Form of Proxy by post***

A BLUE Form of Proxy, for use at the Court Meeting, has been provided with this notice. Instructions for its use are set out on the Form of Proxy. It is requested that the BLUE Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) be returned to the Company's registrar, Computershare, by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, so as to be received as soon as possible and ideally not later than 10:00 a.m. on 17 September 2021 (or, in the case of an adjournment of the Court Meeting, 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time appointed for the adjourned meeting).

If the BLUE Form of Proxy for the Court Meeting is not lodged by the relevant time, it may be emailed to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) any time up to 30 minutes before the commencement of the Court Meeting or any adjournment thereof. Please note, however, that any BLUE Form of Proxy sent to this email address before 10:00 a.m. on 17 September 2021 may be discounted as invalid.

(b) ***Online appointment of proxies***

As an alternative to completing and returning the printed BLUE Form of Proxy, proxies may be appointed electronically by logging on to the following website: [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the instructions therein. For an electronic proxy appointment to be valid, the appointment must be received by Computershare not later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof. If the electronic proxy appointment is not received by this time, the BLUE Form of Proxy may be emailed to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) any time up to 30 minutes before the commencement of the Court Meeting or any adjournment thereof. Please note, however, that any BLUE Form of Proxy sent to this email address before 10:00 a.m. on 17 September 2021 may be discounted as invalid. Full details of the procedure to be followed to appoint a proxy electronically are given on [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).

(c) ***Electronic appointment of proxies through CREST***

If you hold Meggitt Shares in uncertificated form through CREST and wish to appoint a proxy or proxies for the Court Meeting (or any adjournment thereof) by using the CREST electronic proxy appointment service, you may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed any voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare (ID: 3RA50) not later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare

are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. If the CREST proxy appointment or instruction is not received by this time, the BLUE Form of Proxy may be emailed to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) any time up to 30 minutes before the commencement of the Court Meeting or any adjournment thereof. Please note, however, that any BLUE Form of Proxy sent to this email address before 10:00 a.m. on 17 September 2021 may be discounted as invalid.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Meggitt may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 5(5)(a) of the CREST Regulations.

### **Voting Record Time**

Entitlement to attend and vote (in person, remotely (via the Virtual Meeting Platform) or by proxy) at the Court Meeting or any adjournment thereof and the number of votes which may be cast at the Court Meeting 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, 6:30 p.m. on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote (in person, remotely (via the Virtual Meeting Platform) or by proxy) at the Court Meeting.

### **Joint Holders**

In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether in person, remotely (via the Virtual Meeting Platform) or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

### **Corporate Representatives**

As an alternative to appointing a proxy, any holder of Scheme Shares 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.

By the said order, the Court has appointed Sir Nigel Rudd or, failing him, Alison Goligher, or failing her, any other Meggitt Director to act as Chair of the Court Meeting and has directed the Chair to report the result thereof to the Court.

The Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Dated 16 August 2021

**Slaughter and May**  
One Bunhill Row  
London EC1Y 8YY  
*Solicitors for the Company*

### **Nominated Persons**

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a "**Nominated Person**") does not, in that capacity, have a right to appoint a proxy, such right only being exercisable by shareholders of the Company. However, Nominated Persons may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Court Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.