

## PART XII

### NOTICE OF GENERAL MEETING

#### MEGGITT PLC

Notice is hereby given that a hybrid general meeting of Meggitt PLC (the “**Company**”) will be held at Pilot Way, Ansty Business Park, Coventry, CV7 9JU, United Kingdom and electronically by live broadcast, at 10:15 a.m. on 21 September 2021 (or as soon thereafter as the Court Meeting (as defined in Part X (*Definitions*) of the Document of which this notice forms part) concludes or is adjourned) for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution.

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.

#### SPECIAL RESOLUTION

THAT:

- (A) for the purpose of giving effect to the scheme of arrangement dated 16 August 2021 (as amended or supplemented) (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme), a copy of which has been produced to this meeting and for the purposes of identification signed by the chair of this meeting, in its original form or with or subject to any modification, addition, or condition agreed by the Company and Parker-Hannifin Corporation and approved or imposed by the High Court of Justice of England and Wales, the directors of the Company (or a duly authorised committee thereof) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (B) with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new Article 139:

#### “139. Scheme of Arrangement

- (A) In this article 139, references to the “**Scheme**” are to the Scheme of Arrangement under Part 26 of the Companies Act 2006 between the Company and the holders of Scheme Shares (as defined in the Scheme) dated 16 August 2021 (with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company, Parker-Hannifin Corporation (“**Parker**”)) and (save as defined in this article) terms defined in the Scheme shall have the same meanings in this article.
- (B) Notwithstanding any other provisions in these articles, if the Company issues or transfers out of treasury any Meggitt Shares (other than to Parker, any subsidiary of Parker, any parent undertaking of Parker or any subsidiary of such parent undertaking, or any nominee of Parker or of any such company (each a “**Parker Company**”)) on or after the date of the adoption of this article 139 and prior to the Scheme Record Time (as defined in the Scheme) such Meggitt Shares shall be issued or transferred subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or subsequent holder or holders of such Meggitt Shares shall be bound by the Scheme accordingly.
- (C) Notwithstanding any other provision of these articles, subject to the Scheme becoming Effective, any shares issued, transferred out of treasury or transferred pursuant to paragraph (D) below, to any person (other than a Parker Company) at or after the Scheme Record Time (a “**New Member**”) (each a “**Post-Scheme Share**”) shall be issued or transferred on terms that they shall (on the Effective Date (as defined in the Scheme) or, if later, on issue or transfer (but subject to the terms of paragraphs (D) and (E) below)), be immediately transferred to Parker (or such person as it may direct) (the “**Purchaser**”), who shall be obliged to acquire each Post-Scheme Share in consideration of and conditional upon the payment by or on behalf of Parker to the New Member of an amount in cash for

each Post-Scheme Share equal to the consideration to which a New Member would have been entitled had such Post-Scheme Share been a Scheme Share.

- (D) Any person who is beneficially entitled to shares issued or transferred to a New Member (other than, for the avoidance of doubt, a person who becomes beneficially entitled to shares by virtue of a transfer pursuant to this paragraph (D)) may, prior to the issue or transfer of Post-Scheme Shares to the New Member pursuant to the exercise of an option or satisfaction of an award under one of the Meggitt Share Plans (as defined in the Scheme), give not less than two Business Days' written notice to the Company in such manner as the board shall prescribe of his or her intention to transfer the beneficial ownership of some or all of such Post-Scheme Shares to his or her spouse or civil partner and may, if such notice has been validly given, on or before such Post-Scheme Shares being issued or transferred to him or her, immediately transfer to his or her spouse or civil partner beneficial ownership of any such Post-Scheme Shares, provided that such Post-Scheme Shares (including both legal and beneficial ownership thereof) will then be immediately transferred to the Purchaser pursuant to paragraph (C) above. If notice has been validly given pursuant to this paragraph (D) but the beneficial owner does not immediately transfer to his or her spouse or civil partner the beneficial ownership of the Post-Scheme Shares in respect of which notice was given, both the legal and beneficial ownership of the Post-Scheme Shares in respect of which notice was given will be transferred to the Purchaser and/or its nominee(s) pursuant to paragraph (C) above. If notice is not given pursuant to this paragraph (D), both the legal and beneficial ownership of the Post-Scheme Shares will be immediately transferred to the Purchaser pursuant to paragraph (C) above.
- (E) On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) carried out after the Effective Date (as defined in the Scheme), the value of the consideration per Post-Scheme Share to be paid under paragraph (C) shall be adjusted by the Company in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this article to Meggitt Shares shall, following such adjustment, be construed accordingly.
- (F) To give effect to any transfer of Post-Scheme Shares required pursuant to paragraph (C) and/or paragraph (D) above, the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and do all such other things and execute and deliver all such documents or deeds as may in the opinion of such attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. The Purchaser shall settle the consideration due to the New Member pursuant to paragraph (C) above by sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder) for the purchase price of such Post-Scheme Shares as soon as practicable and in any event no later than 14 days after the date on which the Post-Scheme Shares are issued to the New Member.
- (G) If the Scheme shall not have become Effective by the applicable date referred to in (or otherwise set in accordance with) clause 6(B) of the Scheme, this article 139 shall cease to be of any effect.
- (H) Notwithstanding any other provision of these articles, both the Company and the board shall refuse to register the transfer of any Scheme Shares effected between the Scheme

Record Time and the Effective Date other than to the Purchaser and/or its nominee(s) pursuant to the Scheme.”

16 August 2021

*By Order of the Board*

**M L Thomas**  
*Company Secretary*

Meggitt PLC

Registered in England and Wales No. 00432989

*Registered Office:*

Pilot Way  
Ansty Business Park  
Coventry  
CV7 9JU  
United Kingdom

**Notes:**

The following notes explain your general rights as a shareholder and your right to attend and vote at the General Meeting or to appoint someone else to vote on your behalf.

**1. Attendance at the Meeting**

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 Meggitt Shareholders will be permitted to attend the General 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 their proxy for the General Meeting. If any other person is appointed as proxy and COVID-19 restrictions are introduced which affect the holding of the General Meeting, that proxy may not be permitted to attend the General Meeting in person (but will be able to remotely attend, ask questions and vote at the General Meeting via the Virtual Meeting Platform, further details of which are set out below and in the Virtual Meeting Guide).

Meggitt Shareholders are also reminded that they can remotely attend, ask questions and vote at the General Meeting via the Virtual Meeting Platform, as described in the Virtual Meeting Guide. Meggitt Shareholders may also submit questions to be considered at the General Meeting at any time up to 48 hours before the General 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 General Meeting will be communicated to Meggitt Shareholders before the General 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 General Meeting include remote attendance via the Virtual Meeting Platform and voting by proxy or remotely via the Virtual Meeting Platform respectively.

**2. Instructions for accessing the Virtual Meeting Platform**

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

Meggitt 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 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 General Meeting via the Virtual Meeting Platform 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 General Meeting declares the poll open. Meggitt Shareholders will be permitted to ask questions (via the Virtual Meeting Platform) during the course of the General Meeting. Meggitt Shareholders may also submit questions to be considered at the General Meeting at any time up to 48 hours before the General Meeting by emailing [shareholders@meggitt.com](mailto:shareholders@meggitt.com). The Chair of the General Meeting will ensure that all such questions and/or any objections relating to the formal business of the General Meeting are addressed during the General 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 General Meeting.

**During the General Meeting, you must ensure you are connected to the internet at all times in order to ask questions and vote when the Chair commences polling. Therefore, it is your responsibility to ensure connectivity for the duration of the General 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 General Meeting in order to obtain a unique username and PIN to use to access the virtual meeting.

### **3. Entitlement to attend and vote**

Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members registered on the register of members of the Company at 6:30 p.m. on 17 September 2021 (the "**Voting Record Time**") (or, if the meeting is adjourned to a time more than 48 hours after the Voting Record Time, by 6:30 p.m. on the day which is two Business Days prior to the time of the adjourned meeting) shall be entitled to attend and vote (in person, remotely (via the Virtual Meeting Platform) or by proxy) at the General Meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Voting Record Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### **4. Appointment of proxies**

Meggitt Shareholders are strongly encouraged to submit proxy appointments and instructions for the General 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, Meggitt Shareholders are strongly encouraged to appoint "the Chair of the meeting" as proxy for the General Meeting. If any other person is appointed as proxy and COVID-19 restrictions are introduced which affect the holding of the General Meeting, that proxy may not be permitted to attend the General Meeting in person (but will be able to remotely attend, ask questions and vote at the General Meeting via the Virtual Meeting Platform).

A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend and, on a poll, to vote instead of him or her. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they should contact Computershare for further WHITE forms of proxy or photocopy the WHITE Form of Proxy as required.

The completion and return of the WHITE 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 Meggitt Shareholders from attending and voting at the General 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 WHITE Form of Proxy by post**

A WHITE Form of Proxy, for use at the General Meeting, has been provided with this notice. Instructions for its use are set out on the form. It is requested that the WHITE 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 in any event not later than 10:15 a.m. on 17 September 2021 (or, in the case of an adjournment of the General 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 WHITE Form of Proxy for the General Meeting is not lodged by the relevant time, it will be invalid.

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

As an alternative to completing and returning the printed WHITE 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 General Meeting or any adjournment thereof. 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 General 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 General 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.

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 35(5)(a) of the CREST Regulations.

#### **5. Appointment of a proxy by joint holders**

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company’s register of members in respect of the joint holding.

#### **6. Corporate representatives**

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers, provided that if two or more 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.

#### **7. Votes to be taken by a poll and results**

At the General Meeting voting on the special resolution will be by poll. The results of the poll will be announced through a Regulatory Information Service and published on the Company’s website as soon as reasonably practicable following the conclusion of the General Meeting.

The ‘Withheld’ option on the WHITE Form of Proxy is provided to enable Meggitt Shareholders to abstain from voting on the Special Resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes ‘For’ and ‘Against’ the Special Resolution.

#### **8. 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**”) 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 General 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.

The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 4 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

#### **9. Website providing information regarding the General Meeting**

Information regarding the General Meeting, including information required by section 311A of the Companies Act, and a copy of this notice may be found on Meggitt’s website at: [www.meggittoffer.com](http://www.meggittoffer.com)

#### **10. Issued share capital and total voting rights**

As at 13 August 2021 (being the last Business Day prior to the publication of this notice) the Company’s issued share capital consisted of 781,379,178 ordinary shares of 5 pence each, carrying one vote each (excluding 9,859 shares held in treasury). Therefore, the total voting rights in the Company as at 13 August 2021 were 781,379,178 votes.

#### **11. Further questions and communication**

Under section 319(a) of the Companies Act, any shareholder attending the General Meeting has the right to ask questions. As set out above, Meggitt Shareholders will be permitted to ask questions (in person or via the Virtual Meeting Platform) during the course of the General Meeting. Meggitt Shareholders may also submit questions to be considered at the General Meeting at any time up to 48 hours before the General Meeting by emailing [shareholders@meggitt.com](mailto:shareholders@meggitt.com). The Chair of the General Meeting will ensure that all such questions relating to the formal business of the General Meeting are addressed during the General Meeting, unless, at the Chair’s discretion: (i) no response is required to be provided under the Companies Act, or (ii) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or (iii) the provision of a response would otherwise be undesirable in the interests of the Company or the good order of the General Meeting.

Meggitt Shareholders who have any queries about the General Meeting should contact the Shareholder Helpline operated by Computershare, the Company's registrar, between 8:30 a.m. and 5:30 p.m. Monday to Friday (except UK public holidays) on +44 (0)370 703 6210. 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.

Meggitt Shareholders may not use any electronic address or fax number provided in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated. Any electronic communications, including the lodgement of any electronic Form of Proxy, received by the Company, or its agents, that is found to contain any virus will not be accepted.