

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

7 September 2021

### **TransDigm Announcement and Update on Parker Offer**

#### **TransDigm announcement**

The Board of Meggitt PLC (“**Meggitt**”) notes today’s announcement by TransDigm Group Incorporated (“**TransDigm**”) that it does not intend to make a firm offer for Meggitt. Meggitt engaged on a constructive basis with TransDigm and its advisers in order to facilitate an offer by TransDigm and has provided TransDigm and Parker-Hannifin Corporation (“**Parker**”) with equivalent access to both confirmatory due diligence information and management. In addition, in response to a request from TransDigm, further due diligence information was provided to both parties after the announcement of Parker’s cash offer for Meggitt.

#### **Update on Parker offer**

The directors of Meggitt continue to recommend unanimously the offer by Parker to Meggitt shareholders announced on 2 August 2021 (the “**Parker Offer**”). The Board of Meggitt believes the Parker Offer continues to represent an attractive proposition for Meggitt’s shareholders and for its broader stakeholders, including its employees, pension schemes and customers, together with HM Government, for the long-term.

The Company confirms that the Court Meeting and the General Meeting to consider the Parker Offer will be held at Pilot Way, Ansty Business Park, Coventry, CV7 9JU, United Kingdom at 10:00 a.m. and 10:15 a.m. respectively (or immediately after the conclusion or adjournment of the Court Meeting) on 21 September 2021, further details of which are set out in the circular in relation to the Parker Offer (the “**Scheme Document**”) which was published on 16 August 2021. The Scheme Document also contains an expected timetable of principal events in relation to the Parker Offer.

The person responsible for making this announcement on behalf of Meggitt is Marina Thomas, Company Secretary.

#### **Enquiries**

##### **Meggitt PLC**

Mathew Wootton, VP Investor Relations

+44 (0) 7833 094 069

##### **FTI Consulting**

Nick Hasell

+44 (0) 203 727 1340

Alex Le May

Dwight Burden

**Rothschild & Co (Financial Adviser and Rule 3 Adviser to Meggitt)**

Ravi Gupta

+44 (0) 20 7280 5000

Sabina Pennings

**Morgan Stanley & Co. International plc (Financial Adviser, Rule 3 Adviser and Corporate Broker to Meggitt)**

Shirav Patel

+44 (0) 207 425 8000

Ben Grindley

**BofA Securities (Financial Adviser and Corporate Broker to Meggitt)**

Edward Peel

+44 (0) 20 7628 1000

Oliver Elias

**Notice relating to financial advisers**

N.M. Rothschild & Sons Limited ("**Rothschild & Co**"), which is authorised and regulated by the Financial Conduct Authority ("**FCA**") in the United Kingdom, is acting exclusively for Meggitt and for no one else in connection with the subject matter of this announcement and will not be responsible to anyone other than Meggitt for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this announcement.

Morgan Stanley & Co. International plc ("**Morgan Stanley**") which is authorised by the Prudential Regulation Authority ("**PRA**") and regulated by the FCA and the PRA in the UK is acting exclusively as financial adviser and corporate broker to Meggitt and no one else in connection with the matters set out in this announcement. In connection with such matters, Morgan Stanley, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the contents of this announcement or any other matter referred to herein.

Merrill Lynch International ("**BofA Securities**"), which is authorised by the UK PRA and regulated by the FCA and the PRA, is acting exclusively for Meggitt and for no one else and will not be responsible to anyone other than Meggitt for providing the protections afforded to its clients or for providing advice in relation to the matters referred to in this announcement.

**Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An

Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4). Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

### **Rule 26.1 disclosure**

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions) at [www.Meggittoffer.com](http://www.Meggittoffer.com) by no later than 12 noon (London time) on the business day following the date of this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

### **Additional Information**

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to this announcement or otherwise. Any offer, if made, will be made solely by certain offer documentation which will contain the full terms and conditions of any offer, including details of how it may be accepted. The distribution of this announcement in jurisdictions other than the United Kingdom and the availability of any offer to shareholders of Meggitt who are not resident in the United Kingdom

may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or shareholders of Meggitt who are not resident in the United Kingdom will need to inform themselves about, and observe any applicable requirements.