

**Meggitt PLC**  
**Disclosure Committee**  
**Terms of Reference**

These Terms of Reference are effective from 1 January 2018.

**1. Background**

1.1 The Board of Directors (the **Board**) of Meggitt PLC (the **Company** and, together with its subsidiaries, the **Group**) has resolved to establish a Disclosure Committee (the **Committee**).

1.2 The Board has delegated to the Committee responsibility for overseeing the disclosure of information by the Company to meet its obligations under the Market Abuse Regulation and the Disclosure Rules and Transparency Rules.

**2. Duties of the Committee**

The Committee shall carry out the duties below for the Company to ensure the Company complies with its disclosure obligations under the Market Abuse Regulation and Disclosure Rules and Transparency Rules. The Board of Directors may at any time carry out any of the duties of this Committee, and may delegate responsibility to carry out the duties of this Committee to a different Board Committee, if appropriate.

2.1 The Committee shall:

(a) consider information provided to it to decide if it is inside information and whether it gives rise to an obligation to make an immediate announcement and, if so, the nature and timing of that announcement or whether it is permissible to delay such announcement;

(b) in relation to the decision to delay the disclosure of inside information, to review decisions in light of regulatory guidance on what can be properly delayed, to keep a record of any decision to delay disclosure, and to continuously monitor the delay of disclosure and approve the subsequent announcement to ensure it meets disclosure requirements.

(c) take external advice on the need for an announcement and the form of any announcement where it considers this is appropriate;

(d) consider the requirement for an announcement in the case of rumours relating to the Company or in the case of a leak of inside information and, in particular, the need to issue holding statements;

(e) review any announcement proposed to be made by the Company other than any announcement of a routine nature or to be considered by the Board;

(f) generally review and advise on the scope and content of disclosure;

(g) review the steps taken to ensure that any announcement is not misleading, false or deceptive and does not omit anything material;

(h) alert the Company Secretary to the existence of any inside information that will require an update to the Company's insider list or the creation of a new project insider list;

(i) monitor compliance with the Company's disclosure controls and procedures;

(j) review other public disclosures by the Company, including those relevant as part of the regular reporting cycles;

(k) if practicable, refer to the Board:

- i. any decision to make an unplanned announcement regarding trading; and
- ii. any decision to make an unplanned announcement regarding an event or development,

or, if a meeting of the Board cannot be convened sufficiently quickly, take such decisions;

(l) monitor the market view of the Company and its share price as well as rumours about the Company;

(m) authorise guidance to be issued to employees on Market Abuse Regulation, the Share Dealing Policy and inside information.

(n) to require brokers, financial advisers or other agents to comply with market sounding rules under the Market Abuse Regulation when conducting market soundings on the Company's behalf.

For these purposes references to "**inside information**" is to information:

- i. of a precise nature;
- ii. which has not been made public;
- iii. relating directly or indirectly to any member of the Group or any of their shares; and
- iv. which, if made public, would be likely to have a significant effect on the price of the Company's shares or related derivative financial investments.

### **3. Composition and quorum**

3.1 The members are the Chief Executive, Chief Financial Officer, Executive Director, Commercial & Corporate Affairs, Group Company Secretary and Head of Investor Relations. The quorum for meetings is any two members, one of whom must be an executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

3.2 Only members of the Committee have the right to attend Committee meetings. However, the Chairman of the Board and any other non-executive director and any other individuals whose advice and counsel are sought by the Committee may be invited to attend by the Chairman for all or part of any meeting as appropriate.

3.3 The Chief Executive (or another director in his absence) shall act as chairman of the Committee.

### **4. Secretary**

4.1 The Company Secretary or such person as the Company Secretary delegates to shall act as secretary of the Committee.

4.2 The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

4.3 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

4.4 Minutes of Committee meetings shall be circulated promptly to all members of the Committee, and once agreed, to all members of the Board, unless a conflict of interest exists.

### **5. Meeting administration**

5.1 The Committee shall meet whenever necessary to fulfil its responsibilities.

5.2 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chairman and may be called at short notice.

5.3 Meetings of the Committee may be conducted when the members are physically present or in the form of either video or audio conferences.

### **6. Reporting responsibilities**

6.1 The Committee chair shall report formally to the Board on its proceedings after each meeting on all matters within its remit.

6.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is desirable.

### **7. Authority**

7.1 The Committee is authorised by the Board to:

- (a) investigate and undertake any activity within its terms of reference;
- (b) seek any information it requires from any Group employee in order to perform its duties;
- (c) obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference and invite those persons to attend at meetings of the Committee;
- (d) call any Group employee to be questioned at a meeting of the Committee, as and when required; and
- (e) delegate any of its powers to one or more of its members or the Company Secretary.

*Approved by the Board of Directors on 19 December 2017.*