MEGGITT

MEGGITT PLC
SHARE DIVIDEND PLAN

The Share Dividend Plan offers shareholders the opportunity to receive New Shares instead of a cash dividend in respect of the 2009 Final Dividend - on the basis of one New Share for approximately every 51 Ordinary Shares held, instead of the cash dividend of 5.75p per Ordinary Share.

If you wish to receive cash dividends on your Ordinary Shares and you have not previously given a Mandate, you need take no further action and may disregard this document.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended immediately to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all or any of your Ordinary Shares prior to 10 March 2010 (the first day the shares were quoted ex-dividend) you are advised to contact your stockbroker or other agent through whom the sale or transfer was effected without delay as there may be a claim from the purchaser or transferee in accordance with the rules of the UK Listing Authority.

TIMETABLE

10 March 2010	-	Ordinary Shares quoted ex-dividend
12 March 2010	-	Record Date for 2009 Final Dividend
close of business on 20 April 2010	-	last date and time for receipt of Forms of Election
6 May 2010	-	date and posting of notional tax vouchers and share certificates for certificated New Shares
7 May 2010	-	date for payment of 2009 Final Dividend, crediting stock accounts in CREST, admission of New Shares to listing on the Official List and first day of dealing in New Shares

DEFINITIONS

The following definitions apply throughout this document and to the accompanying documents unless the context otherwise requires:

"2009 Final Dividend"	-	the final dividend declared by the Directors and subject to the approval of the Company in General Meeting, for the financial year ended 31 December 2009;
"AGM"	-	Annual General Meeting of the Company;
"Company"	-	Meggitt PLC;
"Company's Registrar"	-	Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ;
"Directors"	-	the directors of the Company;
"Form of Election"	-	a form upon which an election is made to receive a dividend in the form of New Shares instead of cash;
"Mandate"	-	a permanent election to receive New Shares instead of a cash dividend in respect of each dividend paid by the Company and to which the Plan is applicable;
"Mandate Scheme"	-	scheme enabling members to elect to receive New Shares automatically in respect of all future dividends declared;
"New Shares"	-	new Ordinary Shares allotted and issued credited as fully paid under the Plan;
"Official List"	-	the daily official list maintained by the UK Listing Authority;
"Ordinary Shares"	-	ordinary shares of 5p each in the Company;
"Participant"	-	a holder of Ordinary Shares who elects to participate in the Mandate Scheme;
"Plan"	-	The Meggitt PLC Share Dividend Plan;
"Record Date"	-	12 March 2010;
"Return Date'	-	20 April 2010;
"Rules"	-	the rules of the Plan set out on pages 5, 6 and 7.

MEGGITT

Directors:
Sir Colin Terry KBE CB FREng DL *(Non-Executive Chairman)*
T Twigger *(Chief Executive)*
Sir Alan Cox CBE *(Non-Executive)*
P E Green *(Group Corporate Affairs Director)*
P J Hill CBE *(Non-Executive)*
D A Robins *(Non-Executive)*
D M Williams *(Non-Executive)*
S G Young *(Group Finance Director)*

26 March 2010

To: Holders of Ordinary Shares.

Dear Shareholder,

2009 Final Dividend - Share Dividend Plan

The Directors have recommended a final dividend for the financial year ended 31 December 2009 of 5.75p per Ordinary Share payable on 7 May 2010. I am pleased to advise you that the Directors have again decided to offer you the opportunity to take New Shares instead of cash in respect of the 2009 Final Dividend, and, if you wish, to do likewise for future dividends. The offer is subject to the Rules set out on pages 5, 6 and 7.

The Plan

The Plan offers most shareholders a means of increasing the number of shares they hold in the Company by taking New Shares instead of the cash dividend that they would otherwise receive. The value of the New Shares that shareholders receive will be as near as possible to the amount of the cash dividend, but no fraction of a New Share will be allotted. A residual cash balance will arise as a result of any fractional entitlement, ensuring the value to which a shareholder is entitled is the same whether they choose to take the cash dividend or New Shares. Shareholders who elect to take only part of their dividend as New Shares will receive any such residual balance in cash. Shareholders who elect to take all their dividend as New Shares will not receive a balancing cash payment as any residual cash balance arising as a result of a fractional entitlement will be retained by the Company and held for the benefit of that shareholder (without interest) and carried forward to the next dividend. Shareholders do not have to pay any dealing charges or stamp duty on the allotment of New Shares under the Plan.

If you wish, you can include in your election a Mandate in respect of your future participation in the Plan so that you participate for the 2009 Final Dividend and automatically for all future dividends for which the Plan is offered. A Mandate can be cancelled at any time by writing to the Company's Registrar provided that, in respect of the 2009 Final Dividend, notice of revocation is received by the Company's Registrar no later than 20 April 2010, failing which the cancellation will take effect from the following dividend. The detailed rules applicable to Mandates are set out in Rule 6. Alternatively, you may elect to participate in respect of the 2009 Final Dividend only.

Eligibility

Shareholders who are resident in the United Kingdom can participate in the Plan. However, certain overseas residents will not be able to participate and all overseas shareholders should read Rule 5 before deciding whether to participate.

Basis of allotment

For the 2009 Final Dividend shareholders may elect to receive one New Share for approximately every 51 Ordinary Shares held at the close of business on 12 March 2010, instead of the 2009 Final Dividend of 5.75p per Ordinary Share in cash. The entitlement to one New Share is based on a price per New Share of 290.72p.

This election may be made by shareholders in respect of all or part of their holding of Ordinary Shares. The number of New Shares that will be allotted to shareholders under the Plan is calculated on the basis of the number of shares registered in each shareholder's name at the close of business on 12 March 2010, the dividend payable and a value for each New Share equal to the average of the middle market quotations for the Ordinary Shares for the five consecutive dealing days commencing on the first day the Ordinary Shares are quoted ex-dividend. For the 2009 Final Dividend, the following values were used in determining the applicable number of New Shares:

Net dividend per Ordinary Share	5.75p
Share Price on which entitlements are calculated	290.72p
Minimum number of Ordinary Shares held in order to receive New Shares:	51

Shareholders who hold fewer than 51 Ordinary Shares may not make an election as this minimum number of Ordinary Shares is necessary to give an entitlement to one New Share. Any election made in respect of fewer than 51 Ordinary Shares will not be valid.

For the 2009 Final Dividend, if all eligible shareholders elected to participate in the Plan, up to 13,568,646 New Shares would be issued by the Company, representing approximately 1.98% of the issued share capital of the Company at the Record Date. If all eligible shareholders took their dividends in cash, the total amount payable would be approximately £39,446,767.

Taxation

The tax effects for shareholders participating in the Plan will depend on each shareholder's circumstances. A summary of likely circumstances is shown on page 8, however, **this is only a summary and if you are not sure about your tax position, you should consult your professional adviser before making a decision.**

How to participate

Shareholders who hold at least 51 Ordinary Shares and who wish to participate in the Plan and have not already given a Mandate should complete the Form of Election in accordance with the instructions thereon and return it to the Company's Registrar. Any queries you may have concerning the Form of Election should be addressed to:

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZZ
Tel: 0870 703 6210

If you wish to participate in the Plan in respect of the 2009 Final Dividend you should ensure that the Form of Election is **returned so as to be received no later than 20 April 2010.**

Further copies of the Form of Election are available from Computershare Investor Services PLC at the above address. Alternatively, you may apply to participate in the Plan on-line at www.computershare.com/Investors/UK or, if you hold your shares through CREST, by means of the applicable CREST procedures. Please see the Rules of the Plan for further details.

If you have already given a Mandate you will receive a notice of entitlement instead of a Form of Election. Any queries you may have regarding the notice of entitlement should be addressed to the Company's Registrar at the above address.

Yours sincerely

Mark Young

Mark Young
Company Secretary

Meggitt PLC
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RULES OF THE MEGGITT PLC SHARE DIVIDEND PLAN

1. Terms of Election

1.1 Eligible shareholders on the register at the close of business on the Record Date may elect to participate in the Plan and as a result will receive New Shares in place of the cash dividend. This right is governed by these Rules and the Company's Memorandum and Articles of Association.

1.2 A residual cash balance will arise as a result of any fractional entitlement, ensuring that shareholders who elect to receive New Shares instead of the cash dividend will be entitled to the same value as if they had received the 2009 Final Dividend in cash.

1.3 If the duly completed Form of Election is not received by the close of business on the Return Date, the dividend will be paid in cash in the normal way. Forms of Election which include Mandates that are received after the close of business on the Return Date will be effective for future dividends only.

1.4 No dividend will be paid on fractions of an Ordinary Share and no fraction of a New Share will be allotted. An election can only be made in respect of a multiple of 51 Ordinary Shares and therefore the full cash dividend will be paid on any balance of Ordinary Shares (or the full amount shall be carried forward as indicated in Rule 6.4 below in the case of Mandates or where a shareholder has elected to take the maximum number of New Shares to which they are entitled).

1.5 If a shareholder sells any of his/her Ordinary Shares prior to the first day the shares are quoted ex-dividend for any particular dividend, the shareholder may not be entitled to the dividend on those shares and is advised to contact his/her stockbroker or other agent through whom the sale was effected without delay, as there may be a claim for the cash amount of the dividend by the purchaser in accordance with the rules of the UK Listing Authority.

1.6 If a shareholder purchases Ordinary Shares prior to the first day the shares are quoted ex-dividend for any particular dividend, the shareholder may be entitled to the dividend on those shares and is advised to contact his/her stockbroker or other agent through whom the purchase was made without delay so as to ensure that the purchased shares are registered promptly in his/her name.

1.7 To join the Plan, apply on-line at www.computershare.com/Investors/UK or, alternatively, complete and sign the Mandate form enclosed with this brochure and return it to the Company's Registrar in the prepaid envelope provided. The Registrar must receive your completed mandate not later than the close of business on the 20 April 2010, the last date for receipt of Forms of Election/Mandate. Applications received by the Registrar after that date will be effective for the following dividend.

If you hold your shares in uncertificated form in the CREST system you may elect to participate in the Plan by means of the CREST procedures that require the use of the Dividend Election Input Message in accordance with the CREST Manual. Further details of these procedures are contained in Rule 4.

If you use the on-line application in respect of any joint shareholdings, you must confirm that you are the first-named shareholder or have the consent of all other joint holders to use the Service.

2. Examples of possible elections

2.1 Mr X holds 540 Ordinary Shares. He elects to take his full entitlement of New Shares. He will receive 10 New Shares. The residual cash balance of £1.97, being the aggregate net dividend payable on his total holding of Ordinary Shares less the value of the New Shares he will receive, will be retained by the Company and held for the benefit of Mr X (without interest) and carried forward to the next dividend.

2.2 Mrs Y holds 600 Ordinary Shares. She elects to take her full entitlement of New Shares. She will receive 11 New Shares. The cash balance of £2.52, made up of the residual cash balance of 28p and the cash dividend of £2.24, being the final dividend of 5.75p on each of the 39 Ordinary Shares in respect of which she could not make the election, will be retained by the Company and held for the benefit of Mrs Y (without interest) and carried forward to the next dividend.

2.3 Mr Z holds 1,000 Ordinary Shares. He elects to take New Shares in respect of 255 Ordinary Shares. He therefore enters the number 255 in box 5 on his Form of Election. He will receive 5 New Shares. He will also receive a cash payment of £42.96 made up of the residual cash balance of 12p, and the cash dividend of £42.84, being the final dividend of 5.75p on each of the 745 Ordinary Shares in respect of which he has not made the election.

3. Delivery and Listing of New Shares

3.1 Application will be made to the UK Listing Authority for any New Shares issued under the Plan to be admitted to the Official List. Any New Shares will, on issue, rank *pari passu* in all respects with the existing Ordinary Shares and will carry the right to all future dividends. Definitive share certificates for certificated New Shares shall be posted at the risk of the entitled persons on 6 May 2010. CREST members who have elected to receive New Shares will have their stock accounts credited and will be notified via CREST on 7 May 2010. In the event that the UK Listing Authority does not agree to admit the New Shares to the Official List, or that the listing does not become effective, or that the London Stock Exchange does not admit the New Shares to trading, shareholders will receive the dividend paid in cash.

3.2 If a shareholder holds his/her existing Ordinary Shares partly in certificated form and partly in uncertificated form, the Company will treat such holdings as separate holdings.

3.3 No acknowledgement of receipt of Forms of Election will be issued.

4. CREST Procedures

If you hold your shares in uncertificated form in CREST and will continue to do so at the record date for the relevant dividend, you must elect to participate in the Plan by means of the CREST procedures to effect such an election. If you are a CREST Personal Member, or other CREST Sponsored Member, you should consult your CREST sponsor, who will be able to take the a ppropriate action on your behalf.

The CREST procedures require you to use the Dividend Election Input Message in accordance with the CREST Manual. The message should be correctly completed in order for a valid election to be made. The Company and/or Registrar reserve the right to treat as valid an election which is not complete in all respects. A valid election made by means of Dividend Election Input Message will to the extent it relates to shares held in uncertificated form at the record date for the relevant dividend, supersede all previous written elections made in respect of holdings in the same member account. By inputting a Dividend Election Input Message as described above, you confirm your election to participate in the Plan in accordance with the details input and with the Rules of the Plan as amended from time to time.

You may only revoke an election which has been made by Dividend Election Input Message by utilising the CREST procedure for deletions described in the CREST Manual, unless the Company and Registrar consent to a revocation in another form.

The deletion will be valid in relation to the then current dividend only if the deletion is accepted, in accordance with the CREST procedures, by or on behalf of the Company prior to the deadline for receipt of withdrawals set out in these Rules. It is recommended that you input any deletion message 24 hours in advance of this deadline to give the Company and the Registrar sufficient time to accept the deletion. There is no facility to amend an election which has been made by Dividend Election Input Message; if you wish to change your election details you must first delete the existing election as described above and then input a Dividend Election Input Message with the required new details.

It is possible to revoke previous written elections made in respect of your uncertified holding to participate in the Plan (without having to make a new election) by means of the “Non-CREST Election” and “Deletion Request Status” fields in the Dividend Election Input Message in accordance with the procedures described in the CREST Manual. The deletion will be valid in relation to the then current dividend only if the deletion is accepted, in accordance with the CREST procedures, by the Registrar on behalf of the Company prior to the deadline for receipt of withdrawals set out in these Rules. It is recommended that you input any deletion message 24 hours in advance of this deadline to give the Company and Registrar sufficient time to accept the deletion.

5. Eligibility of Overseas Residents

The right to receive New Shares instead of cash in respect of dividends will not be available to any person in the United States of America, its territories and possessions, Canada, or in any jurisdiction outside the United Kingdom where such an offer would require compliance by the Company with any governmental or regulatory procedures or any similar formalities. No person receiving a copy of this document or Form of Election in any such country or jurisdiction may treat such documents as offering a right to elect unless such an offer could lawfully be made without any such compliance. Any shareholder outside the United Kingdom wishing to receive New Shares is responsible for ensuring, without any further obligation on the Company, that their election can be validly made and for observing all formalities.

6. Mandates

6.1 Under the Mandate Scheme, shareholders may, by completing the relevant section of the Form of Election as instructed, elect to receive New Shares instead of cash automatically on each occasion that the Plan is operated, unless and until their Mandate is revoked in accordance with these Rules. On each such occasion, Participants will receive a notice of the basis of entitlement to New Shares. A Mandate can only be given in respect of a shareholder's entire holding of Ordinary Shares.

6.2 A Mandate may be revoked at any time provided that, in order to revoke a Mandate in respect of the 2009 Final Dividend, a notice of revocation must be received by the Company's Registrar no later than the close of business on 20 April 2010, failing which the revocation will only be effective in respect of all future dividends paid by the Company. A Mandate will automatically be revoked on the Company being advised of the death, bankruptcy or insanity of the Participant, unless the Participant was a joint shareholder, in which case participation of the other joint shareholder(s) will continue. A Mandate will be deemed to be revoked on the transfer of the whole of the Participant's shareholding.

6.3 Should a Mandate cease to remain in force or should the Participant dispose of his/her entire shareholding, the Company will forward to the Participant (without interest) any residual entitlement held by the Company (see Rule 6.4).

6.4 As only whole numbers of New Shares may be allotted, if a Mandate is in force, any cash dividend of less than the value of one New Share will be carried forward by the Company (without interest) and applied to the next dividend in respect of which the Plan is operated until the amount carried forward is sufficient for the allotment of at least one New Share.

7 Operation, Suspension, Termination and Amendment of the Plan

7.1 The operation of the Plan requires the continued approval of shareholders. Shareholder approval was obtained on 12 May 2005 for any financial period of the Company ending on or prior to 31 December 2009.

7.2 The Plan may be modified, suspended or terminated by the Directors at any time and shareholders will be advised accordingly. Cash dividends will be paid in the normal way following any termination or suspension of the Plan.

7.3 The Rules may be amended at any time by the Directors. In the event of amendments being made, Participants will be deemed to have accepted the Rules as amended unless written notice revoking a Mandate is received by the Company's Registrar no later than 20 April 2010, failing which the revocation will only be effective in respect of all future dividends paid by the Company.

8 Statements

On every occasion that New Shares are allotted under the Plan, shareholders will receive statements showing (amongst other things):

• the number of Ordinary Shares held on the record date for the dividend;

• any residual entitlement to be carried forward;

• the cash equivalent value of the New Shares for tax purposes;

• the notional amount of Schedule F ordinary rate income tax paid on the New Shares.

9. Communications

Any queries regarding completion of the Form of Election should be addressed to the Company's Registrar, Computershare Investor Services PLC at the address or on the telephone number set out on page 4 above. All communications, notices, certificates and remittances to be delivered by or sent to or from shareholders will be delivered or sent at their own risk.

TAXATION

1. General

This summary applies only to shareholders who are resident in the United Kingdom. The tax effects for shareholders participating in the Plan will depend on each shareholder's circumstances. This is a summary only and all shareholders should obtain their own tax advice before taking any action. An election to receive a dividend in the form of New Shares instead of cash will be a matter for individual decision by each shareholder and will depend upon each shareholder's individual circumstances. Under United Kingdom legislation and HM Revenue & Customs practice as at 23 March 2010, the tax consequences for shareholders, who are resident in the United Kingdom, of electing to receive New Shares instead of a cash dividend are broadly as summarised below.

2. UK resident individuals

(a) *Income Tax*

If, as a UK resident individual, you receive New Shares you will be treated as having received gross income of an amount which, when reduced by income tax at the dividend ordinary rate of 10%, is equal to the cash equivalent of the New Shares. The cash equivalent of each New Share will be the amount of cash dividend foregone to receive one New Share as calculated on the basis set out in Rule 1. However, if the market value of one New Share on the first day of dealing on the London Stock Exchange ("the Opening Value") differs from the amount of cash dividend foregone by 15% or more from this figure, the cash equivalent of one New Share will be the Opening Value.

If, after taking account of the New Shares received, you are liable to tax only at the dividend ordinary rate of income tax, you will have no further income tax liability in respect of the New Shares.

If you are liable to income tax at the dividend upper rate or become liable to income tax at the dividend upper rate as a result of receiving New Shares you will, however, incur an additional liability to tax (which, on the basis of HM Revenue & Customs practice, should be charged at the dividend upper rate of 32.5%) on the basis that you have received an amount equal to the cash equivalent grossed up as described above with a credit for dividend ordinary rate tax paid thereon.

It should be noted that the Finance Act 2009 includes legislation which provides for an additional rate of income tax, which the UK Government proposes to introduce with effect from 6 April 2010. If implemented (and if the new rate of tax is applied in the same way as existing rates), from 6 April 2010, to the extent your taxable income for the relevant tax year exceeds £150,000 you will be subject to income tax at the dividend additional rate of 42.5% on the basis that you have received an amount equal to the cash equivalent grossed up as described above with a credit for dividend ordinary rate tax paid thereon.

Where part of the cash dividend foregone is not applied in determining the number of New Shares to which you are entitled, and this residual cash balance is carried forward as a result of the rules on residual cash balances under Rule 1, you will not be taxed on this amount unless and until it is paid to you.

Generally, if you receive a dividend in cash and have no income tax liability, you will not be entitled to make a repayment claim in respect of the amount of the tax credit. Likewise no such repayment claim can be made in respect of dividend ordinary rate tax credited as paid when New Shares are taken instead of a cash dividend.

(b) *Capital gains tax*

If you elect to receive New Shares, the cash equivalent of the New Shares allotted (or the Opening Value as in 2(a) above where the Opening Value differs from the amount of cash dividend foregone by 15% or more of the Opening Value) will be treated as being the consideration given for the New Shares for the purposes of capital gains tax.

3. UK resident trustees

UK resident trustees who are not subject to income tax at the dividend trust rate on distribution type income will not have any liability to tax on the receipt of New Shares pursuant to an election to take New Shares in lieu of a cash dividend.

Where trustees, to whom income tax at the dividend trust rate of 32.5% (or 42.5%, if the additional rate of income tax referred to in paragraph 2(a) above is implemented) applies, elect to receive New Shares instead of a cash dividend, the same grossing up procedure as outlined in 2(a) above for individuals will apply. For capital gains tax purposes, the cash equivalent of the New Shares allotted (or the Opening Value as in 2(a) above where the Opening Value differs from the amount of cash dividend foregone by 15% or more of the Opening Value) will be treated as being the consideration given for the New Shares.

4. UK resident corporate shareholders

Corporation tax will not be chargeable on the receipt of the New Shares issued instead of a cash dividend. For the purposes of corporation tax on chargeable gains, no consideration will be treated as having been given for the New Shares.

5. UK resident pension funds and charities

As the allotment of the New Shares will not be treated as a qualifying distribution, no tax credit will attach to the New Shares. However, given that in respect of qualifying distributions UK resident pension funds and charities are no longer able to claim payment from HM Revenue & Customs of tax credits attaching thereto, such shareholders will be unable to make a tax repayment claim whether an election to take New Shares is made or a cash dividend is taken.