

MEGGITT PLC

NOTICE OF ANNUAL GENERAL MEETING

WEDNESDAY 29 JUNE 2022 AT 11.00AM

**To be held as a hybrid meeting at the offices of Meggitt PLC, Pilot Way,
Ansty Business Park, Coventry, CV7 9JU and electronically by live broadcast.**

This document is important and should be given your immediate attention.

If you are in any doubt as to what action you should take you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisor immediately.

If you have sold or otherwise transferred all of your ordinary shares of 5 pence each in Meggitt PLC please send this document, together with any accompanying documents, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected.

Annual General Meeting

Chairman's Letter

24 March 2022

Dear Shareholder

I am pleased to invite you to the Annual General Meeting of Meggitt PLC (the "Company") to be held as a hybrid meeting at 11.00am on Wednesday 29 June 2022 at the offices of the Company, Pilot Way, Ansty Business Park, Coventry, CV7 9JU and electronically by live broadcast.

At the date of publication of this Notice, the UK Government is not imposing restrictions on public gatherings. I am therefore anticipating that we will be able to welcome shareholders in person to this year's Annual General Meeting, should they wish to, and are permitted to by prevailing COVID-19 requirements. I would ask shareholders wishing to attend in person to pre-register their attendance by emailing shareholders@meggitt.com no later than 5.00pm on Friday 24 June 2022. Shareholders wishing to attend the Annual General Meeting in person must bring photographic identification in order to access the building. Depending on the circumstances prevailing as at the date of the Annual General Meeting (including any UK Government requirements), the Board may put in place safety procedures (including social distancing measures) to ensure the safety of those in attendance.

Following the success of our first hybrid meeting in 2021, we have decided to follow the same format which provides as many shareholders as possible with the opportunity to attend, participate and vote. I am therefore pleased to be able to offer shareholders the ability to attend the Annual General Meeting remotely and to vote and raise questions in real time. I would strongly encourage shareholders to take advantage of the facilities on offer to participate remotely in our Annual General Meeting. For further details on how to participate remotely via Lumi, please refer to the "How to Access the AGM" section of this Notice.

As you will be aware, on 2 August 2021 the Company and Parker-Hannifin Corporation ("Parker") announced that an agreement had been reached on the terms of a recommended cash acquisition pursuant to which Parker would acquire the entire issued, and to be issued, share capital of the Company. The acquisition is to be effected by way of a Court-sanctioned scheme of arrangement that our shareholders approved on 21 September 2021. The process is now progressing with regulatory anti-trust and FDI filings and is expected to complete in the third quarter of 2022.

The Directors note that the COVID-19 situation continues to evolve and, accordingly, we are keeping the situation under review, and if we consider that the arrangements for the Annual General Meeting should be changed, we will publish the relevant information on the Company's website www.meggitt.com and make an announcement to the London Stock Exchange via the regulatory information service.

Whether you intend to participate in the meeting or not, you are strongly encouraged to appoint a proxy in advance of the meeting utilising one of the methods detailed in this Notice. If you appoint the Chairman of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes.

Your Directors consider that each of the resolutions set out in this Notice will be of benefit to and be in the best interests of the Company and the shareholders as a whole. The Directors unanimously recommend that you vote in favour of the resolutions, as those Directors who hold ordinary shares in the Company intend to do in respect of their own beneficial holdings.

I encourage you to read the Notice of Meeting which explains the particulars of the business to be considered at the meeting. I also encourage you to vote in accordance with the Board's recommendation as set out above.

Together with the Board, I would like to thank you for your continued support.

Yours sincerely,



Sir Nigel Rudd
Chairman

MEGGITT PLC

Registered office: Pilot Way
Ansty Business Park
Coventry CV7 9JU

Registered in England and Wales
Company number 432989

www.meggitt.com

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Meggitt PLC (the "Company") will be held as a hybrid meeting at 11.00am on Wednesday 29 June 2022 at the offices of the Company, Pilot Way, Ansty Business Park, Coventry, CV7 9JU, and electronically by live broadcast in accordance with the information set out in the notes below, for the transaction of the following business:

To consider, and if thought fit, to pass the following resolutions 1 to 14 (inclusive) and 17 which will be proposed as ORDINARY RESOLUTIONS and resolutions 15, 16, 18 and 19 which will be proposed as SPECIAL RESOLUTIONS.

The Resolutions:

01. THAT the audited accounts of the Company for the year ended 31 December 2021 and the reports of the Directors and of the auditors thereon now laid before this meeting be and are hereby received.
02. THAT the Directors' remuneration report (excluding the Directors' remuneration policy set out on pages 145 to 155 of the 2021 Annual Report and Accounts) for the year ended 31 December 2021 be and is hereby approved.
03. THAT Sir Nigel Rudd be and is hereby re-elected a Director of the Company.
04. THAT Mr A Wood be and is hereby re-elected a Director of the Company.
05. THAT Mr G S Berruyer be and is hereby re-elected a Director of the Company.
06. THAT Mrs L S Burdett be and is hereby re-elected a Director of the Company.
07. THAT Mr C R Day be and is hereby re-elected a Director of the Company.
08. THAT Mrs N L Gioia be and is hereby re-elected a Director of the Company.
09. THAT Ms A J P Goligher be and is hereby re-elected a Director of the Company.
10. THAT Mr G C Hachey be and is hereby re-elected a Director of the Company.
11. THAT Mrs C L Silver be and is hereby re-elected a Director of the Company.
12. THAT PricewaterhouseCoopers LLP be reappointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
13. THAT the Audit Committee, for and on behalf of the Board, be authorised to set the fees paid to the auditors.
14. THAT, in substitution for all existing authorities, the Directors be generally and unconditionally authorised (in accordance with Section 551 of the Companies Act 2006) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company:
 - (A) up to an aggregate nominal amount of £13,033,755; and
 - (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £13,033,755 in connection with an offer by way of a rights issue,

such authorities to apply until the end of the Company's next Annual General Meeting after this resolution 14 is passed (or, if earlier, at the close of business on 30 June 2023) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter

into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this resolution 14 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Companies Act 2006) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this resolution 14 "rights issue" means an offer to:

- (A) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (B) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.
15. THAT, in substitution for all existing authorities and subject to the passing of resolution 14, the Directors be generally empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by resolution 14 and/or pursuant to Section 573 of the Companies Act 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in Section 561 of the Companies Act 2006, such authority to be limited:
- (A) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (B) of resolution 14, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
 - (B) to the allotment of equity securities pursuant to the authority granted by paragraph (A) of resolution 14 and/or a sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (A) of this resolution 15), up to a nominal amount of £1,955,063 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights), such authority to apply until the end of the Company's next Annual General Meeting after this resolution 15 is passed (or, if earlier, at the close of business on

Annual General Meeting

Notice of Annual General Meeting

continued

30 June 2023) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution 15, "rights issue" has the same meaning as in resolution 14 above.

16. THAT, in addition to any authority granted under resolution 15, and subject to the passing of resolution 14, the Directors be generally empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by resolution 14 and/or pursuant to Section 573 of the Companies Act 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in Section 561 of the Companies Act 2006, such authority to be:

- (A) limited to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £1,955,063 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on disapplying pre-emption rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to apply until the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 30 June 2023) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

17. THAT the Company and all companies that are its subsidiaries at any time during the period for which this resolution 17 has effect be and are hereby authorised for the purposes of Section 366 of the Companies Act 2006 to:

- (A) make political donations to political parties or independent election candidates (as such terms are defined in Sections 363 and 364 of the Companies Act 2006), not exceeding £20,000 in aggregate;
- (B) make political donations to political organisations other than political parties (as such terms are defined in Sections 363 and 364 of the Companies Act 2006), not exceeding £20,000 in aggregate; and
- (C) incur political expenditure (as such term is defined in Section 365 of the Companies Act 2006), not exceeding £20,000 in aggregate,

during the period commencing with the date of the passing of this resolution 17 and ending with the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 30 June 2023), unless previously renewed, varied or revoked by the Company in general meeting, provided that the maximum amounts referred to in (A), (B) and (C) may comprise sums in different currencies which shall be converted at such rates as the Board may in its absolute discretion determine to be appropriate.

18. THAT the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 5 pence each in the capital of the Company provided that:
- (A) the maximum aggregate number of ordinary shares authorised to be purchased is 78,202,533 (representing approximately 10 per cent of the Company's issued ordinary share capital, excluding treasury shares);
 - (B) the minimum price (excluding expenses) which may be paid for an ordinary share is 5 pence;
 - (C) the maximum price (excluding expenses) which may be paid for an ordinary share shall be the higher of (1) an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased and (2) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
 - (D) this authority expires at the conclusion of the next Annual General Meeting of the Company after this resolution 18 is passed (or, if earlier, at the close of business on 30 June 2023); and
 - (E) the Company may make a contract to purchase shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of shares in pursuance of any such contract.

19. THAT a general meeting other than an Annual General Meeting of the Company may be called on not less than 14 clear days' notice.

By Order of the Board



M L Thomas
Company Secretary
24 March 2022

MEGGITT PLC

Registered office: Pilot Way
Ansty Business Park
Coventry CV7 9JU

Registered in England and Wales
Company number 432989

www.meggitt.com

Annual General Meeting

Notes

Your attention is drawn to the notes below.

01. As at 8 March 2022, the latest practicable date prior to publication of this Notice, the issued share capital of the Company consisted of 782,035,195 ordinary shares of 5 pence each, including 9,859 ordinary shares of 5 pence each held by the Company in treasury which do not carry any voting rights. The total number of voting rights in the Company as at 8 March 2022 was, therefore, 782,025,336.
02. Any member of the Company who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to exercise all or any of that member's rights to attend, speak and vote at the Annual General Meeting. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. Such proxy need not be a member of the Company. Appointing a proxy will not prevent members from attending and voting in person or electronically if they wish to do so. Shareholders are strongly encouraged to vote on the resolutions in advance of the Annual General Meeting by completing a proxy form and appointing "the Chair of the meeting" as their proxy even if they intend to attend the Annual General Meeting in person or electronically.
03. All the resolutions put to the Annual General Meeting will be voted on by a poll as this delivers a fairer representation of shareholder views and has become best practice at large company annual general meetings. On a poll, each shareholder has one vote for each share held. The results of the poll will be announced to the market by the end of the day and published on the Company's website.
04. A proxy form is enclosed for use at the meeting if your shares are held in the form of a share certificate. To be effective, the proxy form and any authority under which it is executed (or a notarially certified copy of such authority), must be deposited, duly completed and signed, at the offices of Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 11.00am on 27 June 2022 or, if the meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a working day) before the time for holding the meeting. If a form of proxy is returned without an indication as to how your proxy shall vote on any particular resolution your proxy may vote or abstain as they think fit in relation to each such resolution.
05. If your shares are held in the form of a share certificate, you can appoint and instruct your proxy electronically. To do this you must follow the instructions on the proxy form.
06. CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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 UK & Ireland Limited (EUI) and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be

transmitted so as to be received by the Company's agent (ID 3RA50) by 11.00am on 27 June 2022 or, if the meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a working day) before the time for holding the meeting. 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 Application Host) from which the Company's agent is 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 services provider(s) should note that EUI does not make available special procedures in EUI for any particular message. 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 a voting service provider(s), to procure that his 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. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

07. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Annual General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided they do not do so in relation to the same shares.
08. A person who is not a member of the Company, but has been nominated by a member of the Company (the relevant member) to enjoy information rights (the nominated person), does not have a right to appoint any proxies under note 2 above. A nominated person may have a right under an agreement with the relevant member to be appointed or to have someone else appointed as a proxy for the Annual General Meeting. If a nominated person does not have such a right, or has such a right and does not wish to exercise it, they may have a right under an agreement with the relevant member to give instructions as to the exercise of voting rights.
09. Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Annual General Meeting but no such answer need be given if:
 - (A) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (B) the answer has already been given on a website in the form of an answer to a question; or
 - (C) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
10. Under Section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

Annual General Meeting

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- (A) the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the meeting; or
- (B) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006.

The Company may not require the shareholders requesting any such website publication to pay their expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

11. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 and Section 360B of the Companies Act 2006, only those members entered in the Register of Members of the Company as at the close of business on 27 June 2022 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries in the Register of Members after the close of business on 27 June 2022 or, if the meeting is adjourned, at the close of business on the day which is two days before the day of the meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
12. A copy of this Notice and other information required by Section 311A of the Companies Act 2006 can be found at www.meggitt.com.
13. The following documents will be available for inspection at the registered office of the Company, upon prior appointment, during normal business hours on each business day from the date of this Notice up to the close of the Annual General Meeting:
 - (A) copies of all contracts of service under which Directors of the Company are employed by the Company or any of its subsidiaries; and
 - (B) copies of the Non-Executive Directors' letters of appointment.

Please email shareholders@meggitt.com to arrange to inspect any documents or for further information.

14. Email addresses provided in this Notice or any related documentation cannot be used to communicate with the Company for any purpose other than those expressly stated in this Notice.
15. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company:
 - (A) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or
 - (B) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless:

- (A) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);

- (B) it is defamatory of any person; or
- (C) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Notes on the resolutions

Resolutions 1 to 14 (inclusive) and 17 will be proposed as ORDINARY RESOLUTIONS. For these resolutions to be passed more than 50 per cent of shareholders' votes cast must be in favour. Resolutions 15, 16, 18 and 19 will be proposed as SPECIAL RESOLUTIONS. For these resolutions to be passed 75 per cent or more of shareholders' votes cast must be in favour.

Report and financial statements (resolution 1)

The Directors are required to present the reports of the Directors and the auditors and the audited accounts for the year ended 31 December 2021 to the Annual General Meeting.

Approval of Directors' remuneration report (resolution 2)

Resolution 2 seeks shareholder approval of the Directors' remuneration report (excluding the Directors' remuneration policy set out on pages 145 to 155 of the 2021 Annual Report and Accounts). This report sets out details of the remuneration arrangements and payments made to the Directors during the year ended 31 December 2021. This vote is advisory and the Directors' entitlement to remuneration is not conditional on it.

The Directors' remuneration policy was approved by shareholders at the Annual General Meeting held on 29 April 2021 for a period of up to three years and remains in effect. Therefore, the Directors' remuneration policy is not required to be put to shareholders for approval at this year's Annual General Meeting and will be next put to shareholders for approval no later than the Annual General Meeting in 2024. The Directors' remuneration policy is set out in the Directors' remuneration report for the year ended 31 December 2021 on pages 145 to 155 of the Annual Report and Accounts for the year ended 31 December 2021 (available on the Company's website at www.meggitt.com).

Re-election of Directors (resolutions 3 to 11)

In line with the UK Corporate Governance Code and the Company's Articles of Association, all Directors are subject to annual election or re-election by shareholders at the Annual General Meeting.

Following the performance evaluation of each Director, which was undertaken in 2021, the Chairman has confirmed that each of the Directors who are seeking re-election have been and continue to be effective members of the Board and demonstrate commitment to their responsibilities. The Board considers each of the Non-Executive Directors proposed for re-election to be independent in character and judgement and that, with the exception of Guy Berruyer, there are no relationships or circumstances likely to affect (or that appear to affect) their judgement. Mindful that Guy's nine-year tenure on the Board could impair, or appear to impair, his independence and impartiality towards executive management the Board carefully considered his contribution to Board and Committee meetings and relationship with executive management and unanimously agreed that Guy continued to bring an objective view to Board and Committee discussions, offer constructive challenge to executive management and hold them to account, add value to the development of the Group's strategy and

remained independent and was not swayed by his relationship with the executive management.

Sir Nigel Rudd DL

Non-Executive Chairman

Appointed: 2015

Nationality: British

Whilst Sir Nigel had confirmed his intention to retire from the Board in 2019, which was subsequently delayed owing to the significant impact of COVID-19 on the Group, the Board believes that there is significant benefit in continuity of leadership as the proposed acquisition by Parker-Hannifin progresses.

Skills and experience

Chartered accountant with extensive board experience spanning multiple sectors including aerospace, retail and financial services.

Sir Nigel plays a critical role in leading the Board and the Nominations Committee and brings decades of executive leadership and chairmanship experience across many industrial companies, including aerospace and defence, and other complex sectors. His commercial, financial and business acumen and a strong shareholder focus are extremely valuable to the Board and have played a key role during the acquisition process.

Current appointments

Non-Executive Chairman of Sappi Limited.

Appointments in unlisted companies

Director of iPulse Limited and iPulse Direct Limited.

Previous appointments

Chairman of Signature Aviation plc and Williams Holdings plc, Destiny Pharma PLC, Kidde plc, Heathrow Airport Holdings Limited (formerly BAA Limited), The Boots Company, Pilkington PLC, Pendragon PLC, Invensys plc, Aquarius Platinum Limited and BGF PLC. Deputy Chairman of Barclays PLC and Non-Executive Director of BAE Systems plc.

Tony Wood

Chief Executive

Appointed: 2016 (appointed as CEO: 2018)

Nationality: British

Skills and experience

Extensive aerospace industry experience gained with Rolls-Royce plc where he held a number of senior management positions, latterly as President, Aerospace. Previously spent 16 years at Messier-Dowty, now part of Safran Group.

Tony's significant operational experience, in aerospace and defence and other industrial sectors, strong customer relationships and strategic oversight of the Group are critical to the Board as the business benefits from the recovery in the civil aerospace market. His experience of leading cultural change in previous roles has brought the Group's culture into focus and created a cooperative and collaborative workforce to execute the Group's strategic objectives.

Current appointments

Non-Executive Director of National Grid plc and member of the People & Governance and Safety & Sustainability Committees.

Organisations

Director of ADS, the UK trade organisation representing the aerospace, defence, security and space sectors. Fellow of the Royal Aeronautical Society and Association for Project Management (APM).

Guy Berruyer

Non-Executive Director

Appointed: 2012

Nationality: French

Guy reached the conclusion of his nine-year term in October 2021. The Board reviewed this position in 2021, and considered that it was important both to ensure continuity on the Board and to secure continued input from a valued board member, during a period of continued uncertainty as a result of COVID-19 and the proposed acquisition by Parker-Hannifin Corporation. The Board is satisfied that Guy continues to be independent and propose his re-election as an independent Non-Executive Director.

Skills and experience

Trained as an electrical engineer at the École Polytechnique Fédérale de Lausanne and holds a Harvard Business School MBA. Guy has extensive international leadership experience and as former Chief Executive of a FTSE 100 plc, he brings significant insight, challenge and expertise to Board and Committee discussions.

Appointments in unlisted companies

Non-Executive Director of Civica Group. Chairman of the Supervisory Committee of DL Software.

Previous appointments

Group Chief Executive of The Sage Group plc and Chief Executive of Sage Group plc's Europe and Asia division. Early career spent with software and hardware vendors in French and other European management roles. Non-Executive Chairman of Brandwatch, a digital consumer intelligence company. Non-Executive Director of Berger Levrault, a French software and services company.

Louisa Burdett

Chief Financial Officer

Appointed: 2019

Nationality: British

Skills and experience

Chartered accountant who has held senior financial positions in industrial, manufacturing, publishing and pharmaceutical companies.

Louisa brings solid financial, commercial and M&A experience across a broad range of sectors, including aerospace. This has been key as the Group took decisive action to deal with the effects of the COVID-19 pandemic and in discussions regarding the proposed acquisition by Parker-Hannifin Corporation.

Current appointments

Non-Executive Director and Chair of the Audit Committee of Electrocomponents plc, a global distributor of industrial and electronic products.

Organisations

Member of the Institute of Chartered Accountants in England and Wales.

Previous appointments

Chief Financial Officer of Victrex plc. CFO roles with Optos plc, the Financial Times Group, GE Healthcare and Chep Europe. She also spent time in various roles at GlaxoSmithKline, including Finance Integration Director.

Notes

continued

Colin Day

Non-Executive Director
Appointed: 2015
Nationality: British

Skills and experience

Chartered certified accountant who makes a significant contribution as Chairman of the Audit Committee, responsible for the interface between the Committee and the auditors and internal audit.

Colin has more than 25 years' experience in senior roles and non-executive positions at blue-chip companies across a wide range of industries, including engineering and technology, pharmaceuticals, oil and gas and aerospace. He brings significant commercial and financial expertise to the Board.

Current appointments

Non-Executive Chairman of Premier Foods plc. Non-Executive Director and Chairman of the Audit Committee of Euromoney Institutional Investor PLC.

Appointments in unlisted companies

Non-Executive Director and Chairman of the Audit and Risk Assurance Committee of the UK Government's Department for Environment, Food & Rural Affairs (DEFRA). Non-Executive Director of FM Global Inc. and FM Insurance Europe S.A. Non-Executive Chairman of MK:U Limited.

Organisations

Independent member and member of the Finance Committee of the Council of Cranfield University.

Previous appointments

Chief Executive of Essentra PLC, Chief Financial Officer of Reckitt Benckiser Group plc, Group Finance Director of Aegis Group plc, Non-Executive Director of WPP plc, Easyjet plc, Imperial Tobacco Group plc, Cadbury plc, FM Global and Senior Independent Director of Amec Foster Wheeler plc.

Nancy Gioia

Non-Executive Director
Appointed: 2017
Nationality: American

Skills and experience

Electrical engineer who has held senior engineering and operational roles and has a strong background in manufacturing.

Nancy's background in the fast-paced automotive manufacturing area brings important perspective to Board discussions about strategic initiatives. Her prior roles mean that she brings an understanding of the value of culture and diversity and inclusion to her role as Chair of the Corporate Responsibility Committee and as the Non-Executive Director responsible for employee engagement. She also has a keen interest in cyber security.

Current appointments

Non-Executive Director of Brady Corporation, Chair of the Management Development and Compensation Committee and member of the Technology Committee. Non-Executive Director of Lucid Group Inc., member of the Executive Committee, Member of the Board of Advisors of KPIT Technologies Ltd.

Appointments in unlisted companies

Principal of Gioia Consulting Services, LLC, a strategic business advisory company.

Organisations

Member of the University of Michigan- Dearborn Electrical and Computer Engineering Advisory Council and Engineering Dean's Advisory Board.

Previous appointments

Held several key executive positions at Ford Motor Company during a 33-year career. Non-Executive Director of Exelon Corporation, former Chair of AutomotiveNEXT and Stanford University Alliance for Integrated Manufacturing.

Other responsibilities

Appointed by the Board as the Non-Executive Director responsible for employee engagement.

Alison Goligher OBE

Senior Independent Director
Appointed: 2014
Nationality: British

Skills and experience

Trained engineer and holds a MEng Petroleum Engineering from Heriot-Watt University.

Alison brings important energy sector experience and, with her strong operations focus, makes an excellent contribution to strategic discussions. During her seven years on the Board she has built strong relationships with other non-executives and executive management and has a detailed knowledge of the Group which makes her well qualified for the role of Senior Independent Director which she assumed in 2021.

Alison has Chaired our Remuneration Committee since 2019 and also chairs Remuneration Committees on two other boards, all of which provide her with excellent experience of overseeing complex remuneration matters and policy reviews.

Current appointments

Non-Executive Director of United Utilities Group PLC and Chair of the Remuneration Committee. Non-Executive Director of Technip Energies N.V. and Chair of the Compensation Committee.

Appointments in unlisted companies

Part-time Executive Chair of Silixa Ltd, a provider of distributed fibre optic monitoring solutions.

Organisations

Member of the Royal Society of Edinburgh, the Institute of Directors, the Society of Petroleum Engineers and the Society of Petrophysicists and Well Log Analysts (SPWLA).

Previous appointments

Various roles at Royal Dutch Shell from 2006 to 2015, most recently as Executive Vice President, Upstream International Unconventionals. Previously spent 17 years at Schlumberger, a supplier of technology, integrated project management and information solutions to oil and gas customers worldwide.

Guy Hachey

Non-Executive Director
Appointed: 2019
Nationality: Canadian, citizen of Canada and U.S.

Skills and experience

Holds an MBA from Concordia University, a B. Comm. from McGill University and has over 30 years' experience in senior roles across aerospace and automotive industries.

Guy brings significant operational, commercial and global experience to the Board. During his career, Guy has played a vital role in transforming product portfolios and was recognised at Bombardier Aerospace for having brought five new derivative aircraft to market. His invaluable experience and knowledge with company transformations introduces a fresh perspective to discussions at Board and Committee meetings, and his skill set aligns well in supporting the Board achieve its strategic priorities.

Current appointments

Non-Executive Director of Hexcel Corporation and Chairman of the Compensation Committee.

Previous appointments

Guy served as President and Chief Operating Officer of Bombardier Aerospace from May 2008 to July 2014. Prior to joining Bombardier, he held numerous senior roles with Delphi Corporation, including President Delphi Powertrain Systems and President Delphi Europe, Middle East and Africa. Guy began his career with General Motors Corporation, where he held senior operational roles in Canada and the U.S.

Caroline Silver

Non-Executive Director
Appointed: 2019
Nationality: British

Skills and experience

Chartered accountant with significant global investment banking experience specialising in financial institutions, financial technology and market infrastructure, and capital raising.

Caroline brings strong financial, investment and audit skills to the Group gained from her broad experience in different industry sectors. As Chair of a listed company, she also brings experience of leading international strategies and shareholder dialogue and introduces a fresh perspective to discussions at the Board and Committees owing to her background in financial services.

Current appointments

Non-Executive Chair of consumer products group PZ Cussons Plc and Chair of the Nominations Committee. Non-Executive Director of Intercontinental Exchange, Inc. (ICE) and Chair of ICE Clear Europe Limited. Member of the International Advisory Board of Adobe Inc.

Appointments in unlisted companies

Non-Executive Director of BUPA, Chair of the Risk Committee and member of the Audit and Remuneration Committees. Part-time advisory partner at Moelis & Company. Mentor at JNA Mentoring Partners.

Organisations

Trustee of the Victoria and Albert Museum and Chair of the Finance and Investment Committees and member of the Audit Committee.

Previous appointments

Caroline was Vice Chair of EMEA Investment Banking at Bank of America Merrill Lynch and spent 14 years at Morgan Stanley where she held a number of senior positions including Global Vice Chair of Investment Banking and European Head of Financial Institutions. She started her career as a chartered accountant with PricewaterhouseCoopers. Previously on the Board of the London Ambulance Service NHS Trust and Chair of the Audit & Risk Committee. Former Senior Independent Director of M&G PLC and member of the Audit, Remuneration, Risk and Nominations Committees.

Appointment of auditors (resolution 12)

It is necessary to appoint auditors at every general meeting at which accounts are presented to shareholders.

The Board recommends, after receiving a recommendation from the Audit Committee, that PricewaterhouseCoopers LLP be appointed as the Company's auditors for the financial year which commenced on 1 January 2022 until the conclusion of the next Annual General Meeting. PricewaterhouseCoopers LLP have advised of their willingness to be appointed as the Company's auditors.

Remuneration of the auditors (resolution 13)

The remuneration of the auditors must be fixed in a general meeting or in such manner as the Company may determine in a general meeting. Resolution 13 seeks shareholder approval for the Audit Committee to be authorised to agree the auditors' fees for and on behalf of the Board.

Authority to allot shares (resolution 14)

The authority conferred on the Directors at the 2021 Annual General Meeting to allot shares in the Company expires at the forthcoming Annual General Meeting. The Directors recommend that this authority be renewed.

The Investment Association share capital management guidelines on directors' authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two thirds of the Company's issued share capital. The guidelines state that any routine authority to allot shares representing in excess of one third of the Company's issued share capital should only be used to allot shares pursuant to a fully pre-emptive rights issue.

In accordance with these guidelines, the Board seeks shareholders' authority to allot shares in the capital of the Company up to a maximum nominal amount of £26,067,510, representing the Investment Association's guidelines limit of approximately two thirds of the Company's issued ordinary share capital as at 8 March 2022 (the latest practicable date prior to publication of this Notice). Of this amount, £13,033,755 (representing approximately one third of the Company's issued ordinary share capital as at 8 March 2022 (the latest practicable date prior to publication of this Notice)) can only be allotted pursuant to a rights issue.

The authority sought under this resolution is in substitution for all existing authorities granted in the Company's Articles of Association or otherwise and will expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 30 June 2023).

The Directors have no present intention to exercise this authority. However, the Directors consider it desirable to maintain the flexibility that this authority provides to respond to market developments and enable allotments to take place to finance business opportunities as they arise.

As at 8 March 2022, the latest practicable date prior to publication of this Notice, the Company held 9,859 treasury shares, representing approximately 0.001 per cent of the Company's issued ordinary share capital (excluding treasury shares).

Disapplication of pre-emption rights (resolutions 15 and 16)

These resolutions seek to renew the authority conferred on the Directors at the 2021 Annual General Meeting to issue equity securities for cash without the application of pre-emption rights provided by Section 561 of the Companies Act 2006. The resolutions give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company holds as treasury

Notes

continued

shares) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The Directors have no present intention to exercise these authorities. However, the Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless shareholders have first waived their pre-emption rights. The purpose of resolutions 15 and 16 is to enable shareholders to waive their pre-emption rights.

Resolution 15 authorises the Directors to allot equity securities (which for these purposes includes the sale of treasury shares) on a non-pre-emptive basis to ordinary shareholders by way of a rights issue, for example, where legal or practical difficulties in jurisdictions outside the UK may prevent the allocation of shares on a pro rata basis. Resolution 15 would also grant the authority to allot a limited number of equity securities (equivalent to approximately 5 per cent of the nominal value of the ordinary share capital of the Company in issue on 8 March 2022 (being the latest practicable date prior to publication of this Notice)) for cash without first offering them to existing shareholders. This authority can be used for general corporate purposes.

Resolution 16 additionally authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment. The authority under resolution 16 is limited to a nominal value of £1,955,063, equivalent to approximately 5 per cent of the nominal value of the ordinary share capital of the Company in issue on 8 March 2022 (being the latest practicable date prior to publication of this Notice).

The Directors intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in resolution 15 either in excess of an amount equal to 5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) or in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three year period, without prior consultation with shareholders. Adherence to the Pre-Emption Group's Statement of Principles would not preclude issuances under the authority sought under resolution 16.

Resolutions 15 and 16 comply with the Investment Association's share capital management guidelines and follow the resolution templates issued by the Pre-Emption Group in May 2016. If the resolutions are passed, the authorities will expire at the end of the Company's next Annual General Meeting (or, if earlier, at the close of business on 30 June 2023).

Political donations and political expenditure (resolution 17)

Resolution 17 concerns Part 14 of the Companies Act 2006 which provides that political donations made by a company to political parties, to other political organisations and to independent election candidates or political expenditure incurred by a company must be authorised in advance by shareholders.

It is the policy of the Company not to make donations to political parties, other political organisations or independent election candidates or to incur any other political expenditure and the Directors have no intention of changing this policy. However, as a result of the wide definitions in the Companies Act 2006, expenditure on organisations concerned with matters of public policy, law reform and representation of the business community and business activities such as communicating with the Government and political parties at local and national level might be construed as political expenditure or as a donation to a political organisation and fall within the restrictions of the Companies Act 2006.

This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Companies Act 2006 and is intended to authorise normal donations and expenditure. Any political donation made or political expenditure incurred which is in excess of £2,000 will be disclosed in the Company's Annual Report for next year, as required by the Companies Act 2006. The authority will not be used to make political donations within the normal meaning of that expression.

Authority for the Company to purchase its own shares (resolution 18)

Resolution 18 enables the Company to purchase in the market up to a maximum of 78,202,533 ordinary shares (representing approximately 10 per cent of the Company's issued ordinary share capital, excluding treasury shares, as at 8 March 2022 (being the latest practicable date prior to publication of this Notice)) at a minimum price, exclusive of expenses, of 5 pence per ordinary share and a maximum price, exclusive of expenses, of the higher of (1) an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as the five business days immediately preceding the day on which that ordinary share is purchased and (2) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

Shares purchased under this authority would be cancelled or held as treasury shares to be sold at a later date or used to satisfy options or awards under the Company's share plans as the Board sees fit. If shares were held in treasury, the increase in earnings per share would only be effective until such time as the shares were sold or used to satisfy share options or awards. If treasury shares were used to satisfy share options or awards, such use would be within the limits on dilution contained in institutional shareholder guidelines. The Directors will have regard to investor group guidelines which may be in force at the time of any such purchase, holding or re-sale of shares held in treasury. As at 8 March 2022, the Company held 9,859 shares as treasury shares. If the resolution is passed the authority will expire at the end of the Company's next Annual General Meeting (or, if earlier, at the close of business on 30 June 2023).

As at 8 March 2022 (being the latest practicable date prior to publication of this Notice) the total number of ordinary shares that might be issued on the exercise of outstanding options and awards was 14,441,721 which represented approximately 1.85 per cent of the Company's issued share capital as at that date (excluding treasury shares). If the authority granted at the 2021 Annual General Meeting and the authority proposed to be granted under this resolution were both exercised in full, these options and awards would, assuming no further ordinary shares were issued after that date, represent 2.31 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at that date. The Company has no warrants in issue in relation to the shares.

The authority conferred by this resolution will only be exercised by the Directors in accordance with the Board's stated capital allocation policy, taking account of other investment opportunities, appropriate gearing levels, the overall financial position of the Group and whether it would be in the best interests of shareholders generally. The Board believes that in maintaining an efficient balance sheet, a net debt/EBITDA ratio of between 1.5x and 2.5x is generally appropriate, whilst retaining the flexibility to move outside the range if appropriate. Based on current net debt/EBITDA ratio the Directors have no present intention for the Company to exercise the authority granted by this resolution to purchase its own ordinary shares.

Notice of general meetings (resolution 19)

The Companies Act 2006 provides that the minimum notice period for general meetings is 21 clear days unless the Company:

- (A) has passed a special resolution in general meeting approving the holding of a general meeting on 14 clear days' notice; and
- (B) offers a facility for all shareholders to vote by electronic means.

The Directors believe it is in the best interests of the shareholders of the Company to make the shorter notice period available to the Company and accordingly are seeking to renew their existing authority to do so. The Company confirms that it already makes electronic voting available to all shareholders however, if anything further is needed to fulfil this requirement in the future, shareholders will be informed accordingly. The shorter notice period would not be used as a matter of routine for such meetings, but only where time-sensitive matters are to be discussed and where merited in the interests of shareholders as a whole.

The approval will be effective until the Company's next Annual General Meeting (or, if earlier, at the close of business on 30 June 2023).

How to Access the AGM

Meggitt PLC AGM Meeting ID: 121-296-531



Meeting Access

You can participate in the Annual General Meeting by accessing the following website:

<https://web.lumiagm.com>.

This can be accessed online using most well-known internet browsers such as Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.

On accessing the meeting website you will be asked to enter the Meeting ID above.

You will then be prompted to enter your unique shareholder reference number (SRN) and PIN. These can be found printed on your proxy form. 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* or emailing steven.anderson@computershare.co.uk.

Duly appointed proxies and corporate representatives should contact Computershare before 5.30pm on 27 June 2022, to receive a unique username and PIN to access the Lumi AGM website. E-mail a scanned copy of your letter of representation and shareholder reference number to corporate-representatives@computershare.co.uk.

Please note that an active internet connection is required in order to successfully cast your vote, submit questions and view the broadcast. It is your responsibility to ensure connectivity for the duration of the meeting.



Broadcast

If you are viewing the meeting on a mobile device and would like to listen to the broadcast, press the broadcast icon at the bottom of the screen.

If you are viewing the meeting on a computer, the broadcast will appear at the side automatically once the meeting has started.



Voting

Once voting has opened at the start of the Annual General Meeting, the polling icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed.

Select the option that corresponds with how you wish to vote, "For", "Against" or "Abstain". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice. If you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open.



Questions

Questions for the Board can be submitted in advance of the Annual General Meeting by emailing shareholders@meggitt.com by no later than 5.00pm on 28 June 2022 or on the day via the Lumi platform.

Questions on the day can be submitted as text by selecting the messaging icon on the Lumi platform or verbally via teleconference using the details provided on the Lumi platform at the start of the meeting.

If you ask a question via teleconference, please ensure that the broadcast on the website is muted to avoid interference when asking your question. The teleconference is only for asking questions. You should continue to listen and watch the meeting via the broadcast.

Questions sent via email or the Lumi platform will be moderated to avoid repetition and ensure the smooth running of the meeting.

Questions relevant to the business of the meeting and the answers to them, including those submitted after the Q&A section of the Annual General Meeting, will be posted on our website.

* Lines are open 8.30am to 5.30pm Monday to Friday (excluding UK public holidays).