

COBHAM

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take you should consult your own independent adviser. If you have sold or transferred all your shares in Cobham plc, please forward this document together with the accompanying documents to the agent through whom the sale or transfer was effected so that they may be passed on to the purchaser or transferee.

COBHAM PLC

Incorporated and registered in England and Wales under number 30470

Annual General Meeting 26 April 2012

COBHAM PLC

(Incorporated and registered in England and Wales under number 30470)

Registered Office

Brook Road
Wimborne
Dorset
BH21 2BJ
England

To the holders of Ordinary Shares of 2.5 pence each (Ordinary Shares) and the holders of 6% second cumulative preference shares of £1 each in the capital of Cobham plc (the Company).

26 March 2012

Dear Shareholder

Annual Report and Accounts

In January 2012, we wrote to all new shareholders and those who had previously elected to receive shareholder documents by post to ask for their agreement to the Company supplying such documents via its website. The last time we made such a request was December 2007. For shareholders who have not responded to that letter a printed copy of the Annual Report is not enclosed but is available on our website at www.cobhaminvestors.com.

Shareholders who have not received a printed copy of the Annual Report but who wish to receive one should contact the Company's registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, UK.

Notice of Annual General Meeting

You will find set out on pages 4 to 5 of this document, Notice of the Annual General Meeting (AGM) to be held at 12 noon on Thursday 26 April 2012 at the offices of UBS Investment Bank, 1 Finsbury Avenue, London EC2M 2PP. The purpose of this document is to explain certain business to be transacted at the meeting.

Re-election of Directors (resolutions 4 to 12)

The Company's Articles of Association require that a Director shall retire from office if he/she has been appointed by the Board since the previous AGM or if it is the third AGM following that at which he/she was elected or last re-elected. However, in accordance with the UK Corporate Governance Code, which recommends that all directors of FTSE 350 companies seek re-election by shareholders on an annual basis, all Directors currently in office will retire and seek re-election at the AGM. Alison Wood, who was appointed by the Board on 1 July 2011, is seeking election by shareholders at the AGM for the first time. Andy Stevens has resigned from his role as Chief Executive Officer due to a recurring long-term serious back injury. He will continue to carry out some duties and will remain on the Board until a new Chief Executive Officer is appointed. Biographical information relating to all members of the Board is contained in Appendix 1 to this document.

The Board, on the recommendation of the Nomination Committee, supports the election of Alison Wood, who has not previously been the subject of a vote by shareholders, as the Board believes that her considerable experience as described in her biography in Appendix 1, will be of great benefit to the Board and the Company.

I further confirm that, following a formal performance evaluation in 2011, all Directors continue to be effective members of the Board and to demonstrate commitment to their respective executive or non-executive role.

Authority to purchase own shares (resolution 15)

At the AGM held in 2011, shareholders authorised the Directors by special resolution, in accordance with the Companies Act 2006 (CA2006), to purchase Ordinary Shares in the market. In accordance with the Directors' current intention to seek annual renewal of this authority, resolution 15 is a special resolution to authorise the Directors to purchase Ordinary Shares in the market without the prior consent of shareholders for a period expiring on 1 July 2013 or, if earlier, at the conclusion of the Company's AGM in 2013.

The Directors will only exercise the power given by the resolution if they are satisfied that any purchase will increase the earnings per share of the Ordinary Share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders. They will also give careful consideration to gearing levels of the Company and its general financial position and will use distributable profits to meet the cost of any purchase.

The maximum number of Ordinary Shares which may be purchased under the proposed authority is 115,452,762, representing approximately 10% of the issued Ordinary Share capital of the Company at 8 March 2012 (being the latest practicable date prior to publication of this document). The price paid for shares will not be less than their nominal value nor more than the higher of 5% above the average of the middle market quotations of the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased and the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003.

The total number of options to subscribe for Ordinary Shares that were outstanding at 8 March 2012 (being the latest practicable date prior to publication of this document) was 29,648,819. The proportion of issued share capital (excluding treasury shares) that they represented at that time was 2.75% and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought) is used is 3.08%.

The CA2006 permits certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the Company in accordance with the CA2006. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under employees' share schemes.

Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of any treasury shares.

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If the Directors exercise the authority conferred by resolution 15, they may consider holding these shares in treasury rather than cancelling them. The Directors believe this would provide the Company with greater flexibility in the management of its share capital. The Directors would also consider using treasury shares to satisfy awards under the Company's employee share schemes.

The Company purchased 75,951,724 shares pursuant to the authority approved in May 2011. The Directors intend to hold these shares as treasury shares for the foreseeable future.

Resolution 15 will be proposed as a special resolution.

Authority to allot shares and grant rights (resolution 16)

At the AGM held in May 2011, shareholders authorised the Directors, under section 551 of the CA2006, to allot Ordinary Shares or grant rights to subscribe for or convert any security into shares in the Company without the prior consent of shareholders for a period expiring at the conclusion of the AGM to be held in 2012 or, if earlier, on 1 July 2012. It is proposed to renew this authority and to authorise the Directors under section 551 of the CA2006 to allot Ordinary Shares or grant rights to subscribe for or convert any security into shares in the Company for a period expiring no later than 1 July 2013.

Paragraph (a)(i) of resolution 16 will allow the Directors to allot Ordinary Shares up to a maximum nominal amount of £8,988,132 representing approximately one third (33.33%) of the Company's existing issued share capital (excluding treasury shares) and calculated as at 8 March 2012 (being the latest practicable date prior to publication of this document). In accordance with the latest institutional guidelines issued by the Association of British Insurers (ABI), paragraph (a)(ii) of resolution 16 will allow Directors to allot, including the Ordinary Shares referred to in paragraph (a)(i) of resolution 16, further of the Company's Ordinary Shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of £17,976,265, representing approximately two thirds (66.67%) of the Company's existing issued share capital (excluding treasury shares) and calculated as at 8 March 2012 (being the latest practicable date prior to publication of this document). The Directors have no present intention of exercising this authority. However, if they do exercise the authority, the Directors intend to follow emerging best practice as regards its use, as recommended by the ABI.

As at 8 March 2012, the Company held 75,951,724 Ordinary Shares in treasury, which represents approximately 6.6% of the total ordinary share capital in issue at 8 March 2012 (being the latest practicable date prior to publication of this document).

Resolution 16 will be proposed as an ordinary resolution to renew this authority until the conclusion of the next AGM or, if earlier, the close of business on 1 July 2013.

Allotment of equity securities for cash (resolution 17)

Also at last year's AGM, a special resolution was passed, under sections 570-573 of the CA2006, empowering the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. It is proposed that this authority also be renewed. If approved, the resolution will authorise the Directors to issue shares in connection with a rights issue and otherwise to issue shares for cash up to a maximum nominal amount of £1,443,159 which includes the sale on a non pre-emptive basis of any shares the Company may hold in treasury for cash. The maximum nominal amount of equity securities to which this authority relates represents approximately 5% of the issued share capital of the Company as at 8 March 2012 (being the latest practicable date prior to publication of this document).

The Directors do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non pre-emptive basis in any rolling three year period without prior consultation with the shareholders and the Investment Committees of the ABI and the National Association of Pension Funds.

Resolution 17 will be proposed as a special resolution to renew this authority until the conclusion of the next AGM or, if earlier, the close of business on 1 July 2013.

Notice of general meetings (resolution 18)

The notice period required by the CA2006 for general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. (AGMs must always be held on at least 21 clear days' notice.) At last year's AGM, shareholders authorised the calling of general meetings, other than an AGM, on not less than 14 clear days' notice and it is proposed that this authority be renewed. The authority granted by this resolution, if passed, will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. Note that in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business of the meeting and in the interests of the Company and the shareholders as a whole.

Resolution 18 will be proposed as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs.

Action to be taken

Even if you are unable to attend the AGM your vote is important. In the case of shareholders receiving this document in hard copy, a proxy form in connection with the AGM is enclosed for your use. Please complete the form in accordance with the instructions thereon and return it to Equiniti Limited, to arrive by no later than 12 noon on Tuesday 24 April 2012.

If you prefer, you can register the appointment of your proxy electronically by following the instructions in notes 6 and 7 to the Notice of the AGM on page 6 of this document.

Submission of a proxy will not prevent you from attending and voting at the meeting should you wish to do so.

Recommendation

Your Directors believe that the proposals referred to in this document are in the best interests of the Company and its shareholders as a whole and recommend that you vote in favour of the resolutions to be proposed at the AGM, as they propose to do in respect of their own shareholdings.

Yours sincerely

J Devaney

Chairman

COBHAM PLC

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the one hundred and twenty second AGM of the Company will be held at the offices of UBS Investment Bank, 1 Finsbury Avenue, London EC2M 2PP, at 12 noon on Thursday 26 April 2012, for the purposes of considering and, if thought fit, passing the following resolutions of which resolutions 15, 17 and 18 will be proposed as special resolutions and the remaining resolutions will be proposed as ordinary resolutions:

Resolution 1

THAT the reports of the Directors and auditors and the audited financial statements for the year ended 31 December 2011 now laid before the meeting be received.

Resolution 2

THAT the Directors' remuneration report for the year ended 31 December 2011 contained in the 2011 Report and Accounts now laid before the meeting be approved.

Resolution 3

THAT the final dividend of 6.20 pence per Ordinary Share of 2.5 pence in the capital of the Company recommended by the Directors be declared payable on 1 June 2012 to ordinary shareholders on the register as at the close of business on 4 May 2012.

Resolution 4

THAT A Wood be elected a Director.

Resolution 5

THAT M Beresford be re-elected a Director.

Resolution 6

THAT J Devaney be re-elected a Director.

Resolution 7

THAT M Hagee be re-elected a Director.

Resolution 8

THAT J Patterson be re-elected a Director.

Resolution 9

THAT M Ronald be re-elected a Director.

Resolution 10

THAT A Stevens be re-elected a Director.

Resolution 11

THAT W Tucker be re-elected a Director.

Resolution 12

THAT M Wareing be re-elected a Director.

Resolution 13

THAT PricewaterhouseCoopers LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 14

THAT the remuneration of the auditors be determined by the Directors.

Resolution 15

THAT in accordance with the Companies Act 2006, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares of 2.5 pence each in the capital of the Company (Ordinary Shares) on such terms and in such a manner as the Directors of the Company may from time to time determine provided that:

- (a) the maximum number of Ordinary Shares that may be purchased under this authority is 115,452,762;
- (b) the maximum price which may be paid for an Ordinary Share purchased under this authority shall not be more than the higher of an amount equal to 105% of the average of the middle market prices shown in the quotations for Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased and the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003. The minimum price which may be paid per Ordinary Share is the nominal value of such Ordinary Share (in each case exclusive of expenses (if any) payable by the Company in connection with the purchase);
- (c) unless previously renewed, varied or revoked this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2013;
- (d) the Company may make a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make purchases of Ordinary Shares pursuant to any such contracts; and
- (e) all existing authorities for the Company to make market purchases of Ordinary Shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which have not yet been executed.

Resolution 16

THAT:

- (a) the Directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) in accordance with Article 7 of the Company's Articles of Association, up to a maximum nominal amount of £8,988,132 (such amount to be reduced by the nominal amount of any equity securities (as defined in Article 8 of the Company's Articles of Association) allotted under paragraph (ii) below in excess of £8,988,132); and
 - (ii) comprising equity securities (as defined in Article 8 of the Company's Articles of Association), up to a maximum nominal amount of £17,976,265 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in Article 8 of the Company's Articles of Association);

- (b) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2013; and
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Resolution 17

THAT:

- (a) in accordance with Article 8 of the Company's Articles of Association, the Directors be given power to allot equity shares for cash;
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in Article 8(b)(ii) of the Company's Articles of Association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £1,443,159;
- (c) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2013; and
- (d) all previous unutilised authorities under sections 570 and 573 of the Companies Act 2006 shall cease to have effect.

Resolution 18

THAT a general meeting of the Company, other than an AGM of the Company, may be called on not less than 14 clear days' notice.

By order of the Board
L Colloff
Company Secretary
26 March 2012

Brook Road
Wimborne
Dorset
BH21 2BJ
England

COBHAM PLC

Notes to the Notice of Annual General Meeting

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

1. Only those persons entered on the Register of Members of the Company (the Register) as at 6.00pm on 24 April 2012 (the Specified Time) shall be entitled to attend or vote at the AGM (either in person or by proxy) in respect of the number of shares in the capital of the Company registered in their names at that time. Changes to entries on the Register for certificated or uncertificated shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, to be so entitled, members must have been entered on the Register by 6.00pm two days prior to the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in such notice.

2. Any member of the Company who is unable or does not wish to attend the AGM is entitled to appoint one or more proxies to exercise all or any of his rights to attend and to speak and vote on his behalf at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. Appointing a proxy does not prevent a member from attending and voting in person if he is entitled to do so and so wishes.
3. A Form of Proxy for use by members in connection with the AGM will be posted to all members who appeared on the Register of Members at the close of business on 19 March 2012. Proxies may be appointed by completing a Form of Proxy and returning it in accordance with note 5 below. (Details of how to appoint a proxy are set out in the notes to the Form of Proxy.) As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically in accordance with note 6 below. CREST members may appoint proxies using the CREST electronic proxy appointment service (see note 7 below).
4. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by the member. To do this a member must complete a separate Form of Proxy for each proxy or, if appointing multiple proxies electronically, follow the instructions given on the relevant electronic facility (see notes 6 and 7 below). Members can copy their original Form of Proxy, or additional Forms of Proxy can be obtained from Equiniti Limited on telephone no. 0871 384 2163, calls to this number are charged at 8 pence per minute from a BT landline (other telephone provider costs may vary), or +44 (0) 121 415 7047. Lines open 8.30am to 5.30pm, Monday to Friday, excluding bank holidays. A member appointing more than one proxy should indicate on the relevant Forms of Proxy the number of shares for which each proxy is authorised to act on his or her behalf.
5. To be valid any Form of Proxy must be received by hand or by post at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, not less than 48 hours before the time of the AGM or any adjournment thereof. The deadline for receipt of proxy appointments also applies in relation to amended instructions. Any power of attorney or any other authority under which the Form of Proxy is signed (or a

certified copy of such authority) must be included with the Form of Proxy. A member must inform the Company's registrars in writing of any termination of the authority of a proxy.

6. As an alternative to completing a hard copy Form of Proxy, a member can appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your Voting I.D., Task I.D. and Shareholder Reference Number (this is the series of numbers printed under your name on the Form of Proxy). Full instructions are given on the website. The proxy appointment and instructions should reach Equiniti not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. You are advised to read the terms and conditions of use carefully. Any electronic communication found to contain a computer virus will not be accepted.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual. 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.

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 CREST specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take or, if the CREST member is a CREST personal member or sponsored member or has appointed 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings (www.euroclear.com/CREST).

8. 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.

9. Any or all joint holders of shares may attend the AGM, although only one holder may vote in person or by proxy. In the case of joint holders, where more than one of the joint holders purports to vote or to appoint a proxy, only the vote or appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior).
10. If two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting, the one which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.
11. A member of the Company which is a corporation can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
12. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him or her and the member by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in notes 2 to 6 above does not apply to Nominated Persons. The rights described in those notes can only be exercised by members of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) in matters relating to the investment of their shares.
13. Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the AGM, the results of the voting at the meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and also placed on the Company's website **www.cobham.com**.
14. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstances connected with an Auditor of the Company ceasing to hold office since the previous meeting at which Report and Accounts were laid in accordance with section 437 of the Companies Act 2006. The Company cannot require the members requesting such website publication to pay its expenses in complying with section 527 or 528 of the Companies Act 2006. Any statement placed on the website must also be sent to the Company's Auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required, under section 527 of the Companies Act 2006, to publish on its website.
15. A member attending the meeting has the right to ask questions. Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM 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 to the interests of the Company or the good order of the meeting that the question be answered.
16. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found on the Company's website **www.cobham.com**.
17. As at 8 March 2012 (being the last business day prior to the publication of this Notice), the Company's issued share capital consists of 1,154,527,625 Ordinary Shares of 2.5 pence nominal value, with 75,951,724 shares held as treasury shares (representing 6.6% of the total ordinary share capital in issue as at 8 March 2012), and 19,700 Preference Shares of £1 nominal value. Treasury shares retain no voting rights. On a poll, there is one vote for every £1 in nominal value of shares. Therefore, the total number of voting rights in the Company as at 8 March 2012 is 26,984,098.
18. The following documents will be available for inspection during normal business hours on Monday to Friday (public holidays excepted) at the registered office of the Company up to, and including, the date of the AGM, and also at the place of the AGM on the morning of the AGM from 15 minutes prior to the meeting until the conclusion of the meeting:
 - (i) copies of the Executive Directors' service contracts;
 - (ii) copies of the terms of appointment of Non-executive Directors.
19. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

APPENDIX 1

Directors' biographical notes

A WOOD

Independent Non-executive Director

MA, MBA

Age 48

Appointed: 2011

Skills and Experience: Alison is currently Global Director Corporate Development & Strategy for National Grid plc. She was formerly Group Strategic Development Director for BAE Systems plc responsible for corporate strategy, mergers and acquisitions and strategic business development across the UK and US. She has held two Non-executive Directorships; BTG plc (from 2004 to 2008) and THUS plc (from 2007 to 2008).

External Appointments: Chairman of Aerospace, Aviation and Defence Knowledge Transfer Network

Committee Membership: Member of the Nomination Committee

M BERESFORD

Senior Independent Non-executive Director

CBE, MAMechSc, FIET

Age 69

Appointed: 2004

Skills and Experience: Marcus was Chairman of Ricardo plc from 2003 to 2009 and was a Non-executive Director of Spirent plc from 1999 until late 2006. He was an Executive Director of GKN plc from 1992 to 2002 and Chief Executive from 2001 to 2002.

External Appointments: Non-executive Director of Melplash Agricultural Society Limited

Committee Membership: Member of the Nomination, Audit and Remuneration Committees

J DEVANEY

Executive Chairman

BEng, CEng, FIMechE, FIEE

Age 64

Appointed: Director February 2010, Chairman May 2010 and Executive Chairman November 2011

Skills and Experience: John's executive career was built in engineering companies within the Varsity Group. John has previously served as Non-executive Director of Northern Rock and Chairman of Marconi plc, later renamed Telent. He was President of Perkins Engines in the mid-1980s, and he went on to be President of Kelsey-Hayes, the automotive components manufacturer. He was subsequently Chief Executive of Eastern Electricity, the largest regional electricity company in the UK at the time. Following its acquisition by Hanson he was appointed Executive Chairman of the Group.

External Appointments: Non-executive Chairman of National Express plc, the passenger transport Group, and Non-executive Chairman of NATS, the National Air Traffic Services

Committee Membership: Chairman of the Nomination Committee and member of the Remuneration Committee

M HAGEE

Independent Non-executive Director

Age 67

Appointed: 2008

Skills and Experience: Mike served in the US Marine Corps for almost 39 years ending his career in 2007 as Commandant of the Marine Corps and a member of the Joint Chiefs of Staff. His numerous military assignments included Commanding General, 1st Marine Expeditionary Force, Deputy Director of Operations at the US European Command and Executive Assistant to the Director of Central Intelligence. He also served in a number of diplomatic missions including the presidential diplomatic mission to Somalia.

External Appointments: President and CEO of the Admiral Nimitz Foundation in Fredericksburg, Texas, USA, Co-Chairman of the National Security Advisory Council for the Center of US Global Engagement and US Global Leadership Campaign, Non-executive Director of sgi Corp., Kaseman, LLC DynCorp International Inc. and Freedom Group Inc.

Committee Membership: Member of the Audit, Nomination and Remuneration Committees

J PATTERSON

Independent Non-executive Director

CBE, MBChB, FRCP, Fmed Sci

Age 64

Appointed: 2005

Skills and Experience: John qualified in medicine in 1971 and obtained a Membership (now Fellowship) of the Royal College of Physicians in 1974. He joined ICI (now AstraZeneca) in 1975 and in December 2004 was appointed to the main Board as Executive Director responsible for development. He retired as a Director of that firm in March 2009. He is a former President of the Association of the British Pharmaceutical Industry, a former Non-executive Director of Amersham plc and a former member of the supervisory Board of the UK Medicines Control Agency.

External Appointments: Non-executive Director of Ferring Holding SA and Non-executive Governor of Manchester Academic Health Science Centre

Committee Membership: Chairman of the Remuneration Committee and a member of the Nomination and Audit Committees

M RONALD

Independent Non-executive Director

CBE, BA, BScEE, MScEE

Age 70

Appointed: 2007

Skills and Experience: Mark was, until his retirement at the end of 2006, Chief Operating Officer of BAE Systems plc and Chief Executive Officer of BAE Systems Inc, its wholly-owned US subsidiary. Previously he was Vice-President, programme management with Litton Industries and Chief Operating Officer of AEL Industries. Mark was a Non-executive Director of DynCorp International Inc.

External Appointments: Non-executive Director of ATK Inc. and Aeroflex Holdings, Inc., senior adviser of Veritas Capital LLC and a management consultant

Committee Membership: Member of the Nomination and Remuneration Committees

A STEVENS

Chief Executive Officer, Executive Director

BSc, CEng, FIET, FRAeS

Age 55

Appointed: November 2003, appointed Chief Executive Officer January 2010

Skills and Experience: Andy has resigned from his role as Chief Executive Officer due to a recurring long-term serious back injury. He will continue to carry out some duties until a new Chief Executive Officer is appointed.

Andy joined the Group as Managing Director of the Aerospace Systems Group.

He was appointed Chief Operating Officer of the Technology Divisions in September 2005 and in March 2007 assumed responsibility for operational management, performance and profit and loss accountability for the Group.

Prior to joining he qualified as a chartered engineer at Dowty Group and subsequently became Chief Operating Officer of Messier Dowty International before joining Rolls-Royce as Managing Director, Defence Aerospace.

External Appointments: None

Committee Membership: Executive Directors Committee

W TUCKER

Chief Financial Officer, Executive Director

BSc, ACA, MBA

Age 49

Appointed: May 2003

Skills and Experience: Warren joined the Group as Chief Financial Officer in 2003, is a chartered accountant and has an MBA from INSEAD. Prior to joining, he worked at Arthur Andersen, Lazard, held senior finance positions at British Airways, Euro Disney and was Deputy Group Financial Director of Cable and Wireless.

External Appointments: Non-executive Director and member of the Audit Committee of Reckitt Benckiser Group

Committee Membership: Executive Directors Committee

M WAREING

Independent Non-executive Director

CCMG, FCA, FCCA, MCSI

Age 57

Appointed: 2010

Skills and Experience: Michael worked for KPMG from 1973 until 2009 when he retired. Between 2005 and 2009, he was International Chief Executive Officer, KPMG, Chairman, KPMG International Executive Team and Chairman, KPMG Iberoamerica Board. He was formerly the Prime Minister's Envoy for Reconstruction in Southern Iraq.

External Appointments: Non-executive Director and Chairman of the Audit Committee of Wolseley plc and Senior Independent Non-executive Director and Chairman of the Audit Committee of Intertek Group plc, Chairman of the Iraq Advisory Board for G4S plc and Economic Development Adviser to the Government of Afghanistan

Committee Membership: Chairman of the Audit Committee and member of the Nomination Committee

