



Parker Announces Recommended All Cash Acquisition of Meggitt PLC

August 2, 2021

- *Meggitt is a global leader in aerospace and defense motion and control technologies*
- *Nearly doubles Aerospace Systems Segment with complementary technologies*
- *Combination is well aligned strategically and culturally with The Win Strategy™*

CLEVELAND, Aug. 02, 2021 (GLOBE NEWSWIRE) -- Parker Hannifin Corporation (NYSE: PH), the global leader in motion and control technologies, today announced that it has reached an agreement on the terms of a recommended cash acquisition of the entire issued and to be issued ordinary share capital of Meggitt (the "Acquisition"), a global leader in aerospace and defense motion and control technologies.

The announcement has been issued jointly by Parker and Meggitt plc through the UK's Regulatory News Service (RNS) under Rule 2.7 of the UK Takeover Code. The Acquisition remains subject to satisfaction of the conditions set out in the announcement, including regulatory clearances and approval by Meggitt's shareholders. For the full announcement, a copy of this press release and further information, please visit the dedicated transaction microsite www.aerospacegrowth.com.

Meggitt, headquartered in Coventry, the UK, had annual revenue of approximately \$2.3 billion in 2020 and employs more than 9,000 team members serving customers around the world. Meggitt has diverse aerospace and defense exposure with technology and products on almost every major aircraft platform. Meggitt is listed on the London Stock Exchange and is a constituent of the FTSE 250 index.

"The combination of Parker and Meggitt is an exciting opportunity for both companies' team members, customers, shareholders and communities," said Tom Williams, Chairman and Chief Executive Officer. "We strongly believe Parker is the right home for Meggitt. Together, we can better serve our customers through innovation, accelerated R&D and a complementary portfolio of aerospace and defense technologies.

"We are committed to being a responsible steward of Meggitt and are pleased our acquisition has the full support of Meggitt's Board. We fully understand these responsibilities and are making a number of strong commitments that reflect them. During our longstanding presence in the UK we have built great respect for Meggitt, its heritage, and its place in British industry. Our own journey over more than 100 years has taught us the importance of a strong culture and reputation."

NOTICE OF CONFERENCE CALL: Parker's investor conference call and slide presentation on the recommended offer are available to all interested parties via live webcast today at 8:30 a.m. ET / 1:30 p.m. BST, at www.aerospacegrowth.com. A replay of the webcast will be available on the site approximately one hour after the completion of the call and will remain available for an extended period.

About Parker

Parker Hannifin is a Fortune 250 global leader in motion and control technologies. For more than a century the company has been enabling engineering breakthroughs that lead to a better tomorrow. Parker has increased its annual dividend per share paid to shareholders for 65 consecutive fiscal years, among the top five longest-running dividend-increase records in the S&P 500 index. Learn more at www.parker.com or @parkerhannifin.

Further information

This press release is not for release, publication or distribution, in whole or in part, in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

This press release is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the proposed Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Meggitt in any jurisdiction in contravention of applicable law.

Forward Looking Statements

Forward-looking statements contained in this and other written and oral reports are made based on known events and circumstances at the time of release, and as such, are subject in the future to unforeseen uncertainties and risks. Often but not always, these statements may be identified from the use of forward-looking terminology such as “anticipates,” “believes,” “may,” “should,” “could,” “potential,” “continues,” “plans,” “forecasts,” “estimates,” “projects,” “predicts,” “would,” “intends,” “expects,” “targets,” “is likely,” “will,” or the negative of these terms and similar expressions, and include all statements regarding future performance, earnings projections, events or developments. Neither Parker nor any of its respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this press release will actually occur. Parker cautions readers not to place undue reliance on these statements. It is possible that the future performance and earnings projections of the company, including its individual segments, may differ materially from past performance or current expectations, depending on economic conditions within its mobile, industrial and aerospace markets, and the company's ability to maintain and achieve anticipated benefits associated with announced realignment activities, strategic initiatives to improve operating margins, actions taken to combat the effects of the current economic environment, and growth, innovation and global diversification initiatives. Additionally, the actual impact of changes in tax laws in the United States and foreign jurisdictions and any judicial or regulatory interpretation thereof on future performance and earnings projections may impact the company's tax calculations. A change in the economic conditions in individual markets may have a particularly volatile effect on segment performance.

The risks and uncertainties in connection with such forward-looking statements related to the Acquisition include, but are not limited to, the occurrence of any event, change or other circumstances that could delay the closing of the Acquisition; the possibility of non-consummation of the Acquisition; the failure to satisfy any of the conditions to the Acquisition (including the satisfaction of the conditions detailed in the Rule 2.7 announcement); the possibility that a governmental entity may prohibit the consummation of the Acquisition or may delay or refuse to grant a necessary regulatory approval in connection with the Acquisition, or that in order for the parties to obtain any such regulatory approvals, conditions are imposed that adversely affect the anticipated benefits from the Acquisition or cause the parties to abandon the Acquisition; adverse effects on Parker's common stock because of the failure to complete the Acquisition; Parker's business experiencing disruptions due to Acquisition-related uncertainty or other factors making it more difficult to maintain relationships with employees, business partners or governmental entities; the possibility that the expected synergies and value creation from the Acquisition will not be realized or will not be realized within the expected time period; the parties being unable to successfully implement integration strategies; and significant transaction costs related to the Acquisition. Readers should consider these forward-looking statements in light of risk factors discussed in Parker's Annual Report on Form 10-K for the fiscal year ended June 30, 2020 and other periodic filings made with the Securities and Exchange Commission.

Among other factors which may affect future performance are: the impact of the global outbreak of COVID-19 and governmental and other actions taken in response; changes in business relationships with and purchases by or from major customers, suppliers or distributors, including delays or cancellations in shipments; disputes regarding contract terms or significant changes in financial condition, changes in contract cost and revenue estimates for new development programs and changes in product mix; ability to identify acceptable strategic acquisition targets; uncertainties surrounding timing, successful completion or integration of the Acquisition and other acquisitions and similar transactions, including the integration of LORD Corporation or Exotic Metals; the ability to successfully divest businesses planned for divestiture and realize the anticipated benefits of such divestitures; the determination to undertake business realignment activities and the expected costs thereof and, if undertaken, the ability to complete such activities and realize the anticipated cost savings from such activities; ability to implement successfully capital allocation initiatives, including timing, price and execution of share repurchases; availability, limitations or cost increases of raw materials, component products and/or commodities that cannot be recovered in product pricing; ability to manage costs related to insurance and employee retirement and health care benefits; legal and regulatory developments and changes; compliance costs associated with environmental laws and regulations; potential labor disruptions; threats associated with and efforts to combat terrorism and cyber-security risks; uncertainties surrounding the ultimate resolution of outstanding legal proceedings, including the outcome of any appeals; global competitive market conditions, including global reactions to U.S. trade policies, and resulting effects on sales and pricing; and global economic factors, including manufacturing activity, air travel trends, currency exchange rates, difficulties entering new markets and general economic conditions such as inflation, deflation, interest rates and credit availability; local and global political and economic conditions; inability to obtain, or meet conditions imposed for, required governmental and regulatory approvals; changes in consumer habits and preferences; foreign exchange rate fluctuations and interest rate fluctuations (including those from any potential credit rating decline); government actions and natural phenomena such as floods, earthquakes, hurricanes and pandemics; and success of business and operating initiatives. Other than in accordance with its legal or regulatory obligations, Parker makes these statements as of the date of this disclosure and expressly disclaims any intention or obligation to update or revise them, whether as a result of new information, future events or otherwise.

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Source: Parker-Hannifin Corporation