

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 6 May 2011

COBHAM PLC

(Incorporated and registered in England no. 30470)

Registered Office

Brook Road
Wimborne
Dorset
BH21 2BJ
England

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

29 March 2011

Dear Shareholder,

In December 2007, we wrote to all shareholders asking if you wished to continue to receive shareholder documentation by post. If you 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 page 4 to 5 of this document, notice of the annual general meeting (AGM) to be held at 12 noon on Friday 6 May 2011 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 11)

The Company's articles of association require that a director shall retire from office if he has been appointed by the Board since the previous AGM or if it is the third AGM following that at which he 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. Michael Wareing, who was appointed by the Board on 1 December 2010, is seeking election by shareholders at the AGM for the first time. Peter Hooley will stand down as a director at the conclusion of the AGM and so will not be standing for re-election. Biographical information relating to the directors standing for election or re-election is contained in Appendix 1 to this document. Biographical information relating to all members of the Board is also contained on page 32 to 33 of the 2010 Annual Report and Accounts.

The Board, on the recommendation of the nomination committee, supports the election of Michael Wareing, who has not previously been the subject of a vote by shareholders, as the Board believes that his considerable experience will, together with his other attributes as described in his biography in Appendix 1, be of great benefit to the Board and the Company.

I further confirm that, following a formal performance evaluation in 2010, 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 14)

At the AGM held in 2010, shareholders authorised the directors by special resolution, in accordance with the Companies Act 2006 (CA2006), and the Company's articles of association, to purchase Ordinary Shares in the market. In accordance with the directors' current intention to seek annual renewal of this authority, resolution 14 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 2012 or, if earlier, at the conclusion of the Company's AGM in 2012.

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 115,408,167, representing approximately 10% of the issued Ordinary Share capital of the Company at 9 March 2011 (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 9 March 2011 (being the latest practicable date prior to publication of this document) was 27,900,681. The proportion of issued share capital that they represented at that time was 2.42% and the proportion of issued share capital that they will represent if the full authority to purchase shares is used is 2.69%.

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.

The directors have no current intention to hold any shares purchased pursuant to the proposed authority as treasury shares, but may do so if they believe it to be in the best interests of the Company and its shareholders.

Resolution 14 will be proposed as a special resolution.

COBHAM PLC

(Incorporated and registered in England no. 30470)

Authority to allot shares and grant rights (resolution 15)

At the AGM held on 6 May 2010, 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 2011 or, if earlier, on 1 July 2011. 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 2012.

Paragraph (a)(i) of resolution 15 will allow the directors to allot Ordinary Shares up to a maximum nominal amount of £9,616,385 representing approximately one third (33.33%) of the Company's existing issued share capital and calculated as at 9 March 2011 (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 15 will allow directors to allot, including the Ordinary Shares referred to in paragraph (a)(i) of resolution 15, 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 £19,232,770, representing approximately two thirds (66.67%) of the Company's existing issued share capital and calculated as at 9 March 2011 (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 (including as regards the directors standing for re-election in certain cases), as recommended by the ABI.

Resolution 15 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 2012.

Allotment of equity securities for cash (resolution 16)

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 £1,442,602 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 9 March 2011 (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 16 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 2012.

Notice of general meetings (resolution 17)

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 17 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 Wednesday 4 May 2011.

If you prefer, you can register the appointment of your proxy electronically by following the instructions in notes 5 and 6 to the notice of 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

John Devaney
Chairman

COBHAM PLC

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the one hundred and twenty first AGM of the Company will be held at the offices of UBS Investment Bank, 1 Finsbury Avenue, London EC2M 2PP, at 12 noon on Friday 6 May 2011, for the purposes of considering and, if thought fit, passing the following resolutions of which resolutions 14, 16 and 17 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 2010 now laid before the meeting be received.

Resolution 2

THAT the directors' remuneration report for the year ended 31 December 2010 contained in the 2010 Report and Accounts now laid before the meeting be approved.

Resolution 3

THAT the final dividend of 4.372p per Ordinary Share of 2.5p in the capital of the Company recommended by the directors be declared payable on 3 June 2011 to ordinary shareholders on the register as at the close of business on 6 May 2011.

Resolution 4

THAT M Wareing be elected a director.

Resolution 5

THAT M Beresford be re-elected a director.

Resolution 6

THAT J F Devaney be re-elected a director.

Resolution 7

THAT M W Hagee be re-elected a director.

Resolution 8

THAT J S Patterson be re-elected a director.

Resolution 9

THAT M H Ronald be re-elected a director.

Resolution 10

THAT A J Stevens be re-elected a director.

Resolution 11

THAT W G Tucker be re-elected a director.

Resolution 12

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 13

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

Resolution 14

THAT in accordance with the Company's articles of association and 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 2.5p 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:

- (i) the maximum number of Ordinary Shares that may be purchased under this authority is 115,408,167;
- (ii) 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);
- (iii) 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 2012;
- (iv) 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
- (v) 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 15

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 £9,616,385 (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 £9,616,385); and
 - (ii) comprising equity securities (as defined in article 8 of the Company's articles of association), up to a maximum nominal amount of £19,232,770 (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 2012; 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 16

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 directors be given power to allot equity securities for cash within section 560(3) of the Companies Act 2006 (sale of treasury shares) as if section 561 of that Act did not apply;
- (c) the powers under paragraphs (a) and (b) 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 £1,442,602;
- (d) these authorities 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 2012; and
- (e) all previous unutilised authorities under sections 570 and 573 of the Companies Act 2006 shall cease to have effect.

Resolution 17

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
Lyn Colloff
Company Secretary
29 March 2011

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 4 May 2011 (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 23 March 2011. 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 8p 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. 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 6NR, 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 and 3 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 9 March 2011 (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 2.5p nominal value, with 465,646 shares held as treasury shares (representing 0.04% of the total ordinary share capital in issue as at 9 March 2011), 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 9 March 2011 is 28,871,249.
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

M Beresford CBE, MAMechSc, FIET Independent Non-executive Director

Appointed to the Board as a Non-executive Director in 2004, Marcus Beresford, age 68, was Chairman of Ricardo plc until November 2009 and was a Non-executive Director of Spirent PLC until late 2006. He was an Executive Director of GKN plc from 1992 to 2002 and Chief Executive from 2001 to 2002. He is the Senior Independent Director and is a member of the nomination, audit and remuneration committees.

J F Devaney, BEng, CEng, FIMechE, FIEE Non-executive Director and Chairman

Appointed to the Board as a Non-executive Director in February 2010 and appointed as Chairman in May 2010, John Devaney, age 63, is currently Non-executive Chairman of National Express plc, the passenger transport group, and Non-executive Chairman of NATS, the National Air Traffic Services. He has previously served as Non-executive Director of Northern Rock and Chairman of Marconi plc, later renamed Telent. His executive career was built in engineering companies within the Varsity Group. 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. He is Chairman of the nomination committee and a member of the remuneration committee.

M W Hagee Independent Non-executive Director

Appointed to the Board as a Non-executive Director in December 2008, Mike Hagee, age 66, was, until his retirement in January 2007, a member of the Joint Chiefs of Staff as the 33rd Commandant of the United States Marine Corps. Prior to that, he was the Commanding General of the 1st Marine Expeditionary Force. In total, he served in the US military for more than 44 years and holds numerous military, civilian and foreign decorations, including the Bronze Star with Valor, National Intelligence Distinguished Service Medal, and Defense Distinguished Service Medal. He is currently a Non-executive Director of Rackable Systems, IAP Worldwide Services Inc, Dyncorp International Inc. and Freedom Group, Inc. He is Chairman of the nomination committee and a member of the audit and remuneration committees.

J S Patterson CBE, MBChB, FRCP, Fmed Sci Independent Non-executive Director

Appointed to the Board as a Non-executive Director in 2005, John Patterson, age 63, qualified in medicine in 1971 and obtained a Membership (now Fellowship) of the Royal College of Physicians in 1974. He was appointed as a Non-executive Director of Ferring Holding SA in April 2009. 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. He is Chairman of the remuneration committee and a member of the nomination and audit committees.

M H Ronald CBE, BA, BScEE, MScEE Independent Non-executive Director

Appointed to the Board as a Non-executive Director in 2007, Mark Ronald, age 69, 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, program management with Litton Industries and Chief Operating Officer of AEL Industries. He is currently a Non-executive Director of ATK Inc and Aerofex Inc and was, until 7 July 2010, a Non-executive Director of DynCorp International Inc. He is a senior adviser of Veritas Capital LLC and a management consultant. He is a member of the nomination and remuneration committees.

A J Stevens BSc, CEng, FIET, FRAeS Chief Executive Officer

Appointed to the Board in 2003, Andy Stevens, age 54, 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. He became Chief Executive Officer on 1 January 2010. 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.

W G Tucker BSc, ACA, MBA Chief Financial Officer

Appointed to the Board in 2003, Warren Tucker, age 48, joined the Group as Chief Financial Officer and is a chartered accountant. Prior to joining, he worked at Arthur Andersen, Lazard, held senior finance positions at British Airways plc, Euro Disney and was Deputy Group Financial Director of Cable and Wireless plc. He is a Non-executive Director of Reckitt Benckiser Group plc, appointed on 24 February 2010.

M Wareing CMG Independent Non-executive Director

Appointed to the Board as a Non-executive Director in December 2010, Michael Wareing, age 56, was formerly Chief Executive of KPMG International and is a non-executive member of the Board of Wolseley plc, where he is Chairman of that company's audit committee and will be appointed as a non-executive member of the Board of Intertek Group plc on 15 April 2011. He is also a member of the Board of Business in the Community and Co-chairman, Business in the Community International (formerly the Global Partner Network) which promotes best practice in Corporate Social Responsibility. Michael worked for KPMG from 1973 until 2009 when he retired. Between 2005 and 2009, he was Chief Executive Officer, KPMG International, Chairman, KPMG International Executive Team and Chairman, KPMG Iberoamerica Board. He is a member of the nomination committee and a member of and Chairman designate of the audit committee.

