



press release

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Ultra Electronics Holdings plc ("Ultra")

HSR approval process

Ultra previously announced its intention to merge with Sparton Corporation ('Sparton') on 7 July 2017 subject, inter alia, to the approval of the United States Department of Justice ('DOJ') under the Hart-Scott-Rodino Antitrust Improvement Act of 1976 ('HSR').

Included in the merger agreement there is a long-stop date by which time the merger should be completed unless regulatory approval has not been granted. Under the terms of the merger agreement, Ultra and Sparton have agreed an extension of the initial long stop date from 31 January 2018 to 31 March 2018 to reflect the progress of the HSR approval process. The merger agreement also provides Ultra with the option to further extend it until 31 July 2018 if certain regulatory approvals, including US antitrust clearance, remain pending at 31 March 2018.

As previously disclosed on 10 November 2017, Ultra entered into a timing agreement with the DOJ. Ultra and Sparton agreed not to consummate the pending acquisition until 90 days following the date on which both had certified compliance with the DOJ's Requests for Additional Information, unless the DOJ's review shall have been closed sooner, subject to certain exceptions.

Ultra and Sparton expect they will each have certified compliance with the DOJ's Requests for Additional Information on or before 8 February 2018. Therefore the timing of a decision from the DOJ may be later than the end of March 2018 previously announced by Ultra.

Ultra and Sparton have been co-operating fully with the DOJ as it conducts its review and are continuing to work with the DOJ to obtain its clearance of the pending acquisition.

A further announcement will be made as and when appropriate.

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About Ultra

Ultra Electronics is an internationally successful defence, security, transport and energy company with a long track record of development and growth. Ultra and Ultra's subsidiaries and subsidiary undertakings (the "**Ultra Group**") manage a portfolio of specialist capabilities generating innovative solutions to customer needs. Ultra applies electronic and software technologies in demanding and critical environments ranging from military applications, through safety-critical devices in aircraft, to nuclear controls and sensor measurement. These capabilities have seen the Ultra Group's highly-differentiated products contributing to a large number of platforms and programmes.

Ultra has world-leading positions in many of its specialist capabilities and, as an independent, non-threatening partner, is able to support all of the main prime contractors in its sectors. As a result of such positioning, Ultra's

systems, equipment or services are often mission or safety-critical to the successful operation of the platform to which they contribute. In turn, this mission-criticality secures Ultra's positions for the long-term which underpins the superior financial performance of the Ultra Group.

Ultra offers support to its customers through the design, delivery and support phases of a programme. Ultra businesses have a high degree of operational autonomy where the local management teams are empowered to devise and implement competitive strategies that reflect their expertise in their specific niches. The Ultra Group has a small head office and executive team that provide to the individual businesses the same agile, responsive support that they provide to customers, as well as formulating Ultra's overarching, corporate strategy.

Across the Ultra Group's three divisions, Ultra operates in the following eight market segments:

- Aerospace
- Land
- Communications
- Maritime
- C2ISR
- Nuclear
- Infrastructure
- Underwater Warfare

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