10 April 2012

**Cobham announces £270m voluntary offer for Thrane & Thrane A/S and acquisition of 25.6% shareholding**

Cobham plc (‘Cobham’ or ‘the Group’) today announces a final cash offer of DKK420 for each share of Thrane & Thrane A/S (‘Thrane & Thrane’), consistent with the level previously proposed to the Thrane & Thrane Board.

Following Cobham’s 12 March 2012 announcement of the withdrawal of its proposal to the Board of Thrane & Thrane and the subsequent resignation of the Chairman of Thrane & Thrane on 26 March 2012, a number of institutional investors expressed interest in selling to Cobham their shareholdings in Thrane & Thrane.

This resulted in the purchase of Thrane & Thrane shares from Jupiter Asset Management Limited and other institutional shareholders totalling 1,292,110 shares at a price of DKK420 per share in cash representing approximately 22.74 per cent of the issued share capital of Thrane & Thrane. As a result, taken together with market purchases, Cobham notified the Board of Thrane & Thrane and made an announcement to the Danish FSA, Nasdaq OMX Copenhagen A/S and the London Stock Exchange on 5 April 2012 that the Group (through its 100 per cent owned subsidiary Lockman Electronic Holdings Ltd.) owned 1,453,795 shares, representing approximately 25.59 per cent of the issued share capital of Thrane & Thrane.

Cobham continues to seek to work with the Board of Thrane & Thrane to achieve a recommendation for this offer and to facilitate the bringing together of Thrane & Thrane and Cobham’s SATCOM business in a way that provides the best future for the business, its employees and customers.

Subject to the approval by the Danish FSA, Cobham now announces a voluntary offer (the “Offer”) on the following basis.
Highlights of the Offer

- An offer price of DKK420 in cash for each share of Thrane & Thrane, valuing the share capital of Thrane & Thrane on a fully diluted basis at DKK2,419 million (approximately £270 million).

- The Offer is final and will not be increased, except that Cobham reserves the right to increase the Offer if there is an announcement on or after the date hereof of an offer or a possible offer for Thrane & Thrane by a third party offeror or potential offeror.

- The Offer price of DKK420 represents a premium of:
  - 43 per cent to the closing price per share as derived from the Nasdaq OMX Copenhagen A/S on 24 February 2012(*);
  - 56 per cent to the average closing price per share as derived from the Nasdaq OMX Copenhagen A/S during the three months up to and including 24 February 2012(*);
  - 70 per cent to the average closing price per share as derived from the Nasdaq OMX Copenhagen A/S during the six months up to and including 24 February 2012(*).

  (*) 24 February 2012 being the last trading day on the Nasdaq OMX Copenhagen A/S prior to Thrane & Thrane’s 27 February 2012 announcement that it had received an unsolicited offer for the Company.

- The Offer price of DKK420 represents a multiple of 14.8x EBIT for the twelve month period up to 31 January 2012.

- The Offer will be conditional only on customary and routine closing conditions, acceptances of more than 50 per cent of the issued share capital including Cobham’s existing shareholding and regulatory approvals to be detailed in the offer document (the "Offer Document").
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Terms and Conditions of the Offer

- The Offer will be made solely by means of the Offer Document which will be published subsequent to approval by the Danish FSA and which will contain the full terms and conditions of the Offer, including details on how the Offer may be accepted.
- The full terms and conditions will also be summarised in the offer announcement to be released separately on the same day as the Offer Document.

Background

Cobham announced on 12 March 2012 that it had withdrawn its proposal to the Board of Thrane & Thrane regarding a possible recommended offer for Thrane & Thrane at a price of DKK420 per share in cash, as the Board of Thrane & Thrane felt unable to recommend its proposal.

In that announcement, Cobham reserved the right to reconsider its position at any time, stating that its strategy is to build market leadership positions in its strategic business units, by investing in technology. SATCOM is one such technology and Thrane & Thrane remains an attractive potential partner. Cobham has therefore continued to follow events at Thrane & Thrane with interest.

Cobham has been active in the SATCOM market for many years and has worked with Thrane & Thrane during this time and has been in discussions with it over the last year with a view to a combination of the two businesses. The combination of Thrane & Thrane with Cobham’s SATCOM businesses is highly complementary and would give the combined operation increased technology advantage and scale in maritime, land and airborne SATCOM systems.

Routes to market for the two businesses would be combined so that more customers would have easier access to a wider range of equipment, including highly competitive integrated solutions with equipment from both companies.
The existing engineering centre of excellence in Denmark would be strengthened and therefore able to focus on and accelerate the marketing and development of the next generation of products. With 100 per cent ownership of the business, management responsibility for the combined maritime SATCOM business, which would include Cobham’s Sea Tel marine SATCOM business, would be transferred to Thrane & Thrane in Denmark. Sea Tel is Cobham’s largest SATCOM business unit.

John Devaney, Executive Chairman of Cobham said: “Following our discussions with Thrane & Thrane over the last year, this is an outstanding opportunity to bring together two world-class, highly complementary SATCOM businesses and represents an attractive offer for shareholders. Together, the two businesses could offer more customers a wider range of equipment and increase the support we give to our service providers.”

“It would be our intention to invest further in Denmark and, as a mark of our commitment, we would transfer management responsibility of our largest SATCOM business to Thrane & Thrane in Denmark on full ownership of the business, and combine our engineering capabilities to bring new products to the market. Thrane & Thrane would have an enhanced future as part of Cobham.”

Cobham is being advised in relation to the Offer by Danske Bank Corporate Finance and Gleacher Shacklock LLP. Cobham has also received financial advice from Bank of America Merrill Lynch.

**Investor Call**

There will be a dial-in investor conference call at 10:00 BST (11:00 CET) on 10 April 2012. Dial in details:

- **UK Free Call** 0800 073 1806
- **International and UK Standard** +44 (0) 1452 561 263
- **Conference ID** 69905266
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Additional Information

Information on Thrane & Thrane

Thrane & Thrane is a manufacturer of equipment and systems for global mobile communication based on satellite and radio technology. Thrane & Thrane’s satellite communication products have been designed for the global mobile communication services offered by Inmarsat, the world’s leading satellite operator. Thrane & Thrane also develops, manufactures and sells maritime radio and TV communication products and satellite access stations that provide the interface between the satellite systems and the terrestrial networks.

Thrane & Thrane’s SATCOM business has around 600 employees located in Denmark, the USA, Norway, Sweden, China and Singapore, working with a global network of distributors.

For the twelve months to 31 January 2012, Thrane & Thrane generated revenue of DKK1,092.4 million and profit before tax of DKK169.4 million. As at 31 January 2012, Thrane & Thrane had net assets of DKK1,003.7 million and gross assets of DKK1,721.4 million.

Information on Cobham

Cobham specialises in meeting the insatiable demand for data, connectivity and bandwidth in defence, security and commercial environments. Offering a technically diverse and innovative range of technologies and services, the Group protects lives and livelihoods, responding to customer needs with agility that differentiates it. Employing more than 10,000 people on five continents, the Group has customers and partners in over 100 countries, investing some £70 million / DKK600 million a year in market-led product development.

The Group’s strategy is to build and maintain top three market positions in selected higher growth, high technology markets such as satellite communications (SATCOM). Cobham is the leader in stabilised marine satellite antennas and very-small-aperture terminals (VSATs). It is also a leading provider of L band antennas and modems for business jets.
using Inmarsat’s services, and is a provider of many other Ku, Ka, X and C band SATCOM antennas for land-based use.

Cobham has successfully acquired nearly 50 companies in the last decade, including marine SATCOM business SeaTel, acquired in 2003, which has since doubled both its revenue and R&D investment. Land SATCOM business TracStar, acquired in 2005 has grown by 60% since joining Cobham.

Cobham has conducted business in Denmark for more than 20 years, providing slip rings to wind turbines, communications antennas and pilot oxygen systems for Danish F-16s. In 2004, the Group acquired Danish company Spectronic, based in Grenaa, a world leading provider of high-quality covert audio and video surveillance solutions, with revenue doubling since acquisition.

**Financial Effects of the Offer**

Cobham anticipates that the transaction will be moderately accretive to 2012 earnings, based on analysts’ consensus forecasts for Thrane & Thrane for the year to December 2012 and before the impact of any potential synergies*. It is expected that it will cover its cost of capital in the third full year of ownership.

Cobham anticipates achieving a minimum of £2m per annum of pre-tax synergies as a result of the transaction in the areas of engineering, production and distribution, even in the event that a minority holding in Thrane & Thrane remains outstanding.

**ENQUIRIES**

**Cobham plc**

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This announcement has been prepared for the purpose of complying with Danish law and the Danish Executive Order on Takeovers and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of other jurisdictions outside of Denmark. This announcement is not directed at shareholders in Thrane & Thrane ("Shareholders") whose participation in the voluntary public tender offer for the shares in Thrane & Thrane would require the issuance of an offer document, registration or other measures other than what is required under Danish law. The availability of the Offer to Shareholders who are not resident in Denmark may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in Denmark should inform themselves of, and observe, any applicable requirements. The Offer is not being made, directly or indirectly, to Shareholders resident in any jurisdiction in which the submission of the Offer or acceptance thereof would contravene the law of such jurisdiction.

The Offer is made for the shares in Thrane & Thrane ("Shares"), a Danish issuer with listed shares on Nasdaq OMX Copenhagen A/S. The Offer is subject to disclosure requirements under Danish law. This announcement and the Offer are not being made, directly or indirectly, in, into or from Canada, Australia, Japan, or South Africa or any other jurisdiction where to do so would violate the laws in that jurisdiction (a "Restricted Jurisdiction"), and the Offer does not apply and cannot be accepted from or within Canada, Australia, Japan or South Africa or any other Restricted Jurisdiction. Copies of this announcement will not be, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction.

This announcement does not constitute an offer or invitation to sell or purchase or subscribe for any shares in Thrane & Thrane or a solicitation of an offer to buy any shares or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise. An Offer Document regarding the Offer will be published separately in accordance with Section 3 of the Danish Executive Order on Takeovers. The Offer will be made solely by means of the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the tender offer may be accepted. The
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Offer Document and the appendices thereto contain important information and should be carefully read before any decision is made with respect to accepting the Offer.

This announcement may contain statements relating to future matters or occurrences, including statements on future results, growth or other forecasts on developments and benefits in connection with the Offer. Such statements may generally, but not always, be identified by the use of words such as "anticipates", "assumes", "expects", "plans", "will", "intends", "projects", "estimates" or similar expressions. By their nature, forward-looking statements involve risks and uncertainty as they relate to events and depend on circumstances occurring in the future. There can be no assurance that actual results will not differ, possibly materially, from those expressed or implied by such forward-looking statements due to many factors, many of which are outside of the control of Cobham or Thrane & Thrane, including the effect of changes in general economic conditions, the level of interest rates, fluctuation in the demand for Cobham or Thrane & Thrane products, competition, technological developments, employee relations, regulation, foreign currency exchange rates and the potential need for increased capital expenditures (including those resulting from increased demand, new business opportunities and development of new technologies) and failure to achieve the expected benefits of the proposed combination of Cobham and Thrane & Thrane.

*This statement is not intended to constitute a profit forecast for the year ending 31 December 2012 or for any other period and should not be interpreted to mean that the earnings or earnings per share of Cobham will necessarily be greater or less than those for the relevant preceding period.

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