



# L3Harris to Acquire Aerojet Rocketdyne: Maximizing Value for All AJRD Shareholders

## TRANSACTION OVERVIEW

**\$58**

Per Share  
Sale Price

**\$4.7bn**

Transaction  
Value<sup>1</sup>

All Cash  
Acquisition

### Premium

**37%**

to Unaffected  
Price<sup>2</sup>

**14%**

to Proposed Lockheed  
Martin Sale Price<sup>3</sup>

**57%**

to Price Following Lockheed  
Martin Sale Termination<sup>4</sup>

### Transaction Multiple

**16.5x**

LTM EV/EBITDA<sup>5</sup>

**+1.6x**

to LTM EV/EBITDA Multiple in  
Proposed Lockheed Martin Sale<sup>6</sup>

Source: FactSet 12/16/22, Company filings

<sup>1</sup> Based on total transaction value, including total equity value plus assumption of net debt

<sup>2</sup> Based on closing price of \$42.49 on August 15, 2022

<sup>3</sup> Based on \$51 per share purchase price after the payment of a pre-closing special dividend in Lockheed Martin's December 2020 proposed acquisition of Aerojet Rocketdyne

<sup>4</sup> Based on closing price of \$36.89 on February 14, 2022

<sup>5</sup> Based on LTM Adj. EBITDA of \$294mm as of the quarter ended September 30, 2022

<sup>6</sup> Based on the 14.9x LTM EV/EBITDA in Lockheed Martin's December 2020 proposed acquisition of Aerojet Rocketdyne





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## Important Additional Information and Where to Find It

In connection with the proposed transaction with L3Harris Technologies, Inc. ("L3Harris"), Aerojet Rocketdyne Holdings, Inc. (the "Company") will file relevant materials with the Securities and Exchange Commission (the "SEC"). **The Company's stockholders are urged to read the proxy statement (including any amendments or supplements thereto) and other relevant documents in connection with the proposed transaction when available because they will contain important information about the proposed transaction.** Once filed with the SEC, a copy of the proxy statement and other relevant documents will be available on the SEC's website at <http://www.sec.gov>. In addition, you may obtain free copies of the proxy statement (when it becomes available) and the other documents filed by the Company with the SEC by requesting them in writing from Aerojet Rocketdyne Holdings, Inc., Attn: Corporate Secretary, 222 N. Pacific Coast Highway, Suite 500, El Segundo, California 90245, telephone: (310) 252-8100, or from the Investor Relations section of the Company's website at <http://rocket.com>.

## Participants in the Solicitation

The Company and certain of its directors, executive officers and employees may be considered to be participants in the solicitation of proxies from the Company's stockholders in connection with the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the stockholders of the Company in connection with the proposed transaction, including their ownership of common stock of the Company, can be found in the Company's Annual Report Amendment filed on Form 10-K/A with the SEC on May 2, 2022. To the extent ownership of the Company's securities by its directors and executive officers has changed since the amounts disclosed in the Annual Report Amendment, such changes have been or will be reflected on Initial Statements of Beneficial Ownership on Form 3 and Statements of Changes in Beneficial Ownership on Form 4 filed with the SEC. You can obtain free copies of these documents on the SEC's website or from the Company's website. Stockholders will be able to obtain additional information regarding the Company's directors and executive officers, including their interests, by reading the proxy statement and other relevant documents that the Company will file with the SEC when they become available.

## Forward-Looking Statements

This communication contains forward-looking statements that involve risks and uncertainties, including, among other things, statements regarding the proposed transaction and the expected benefits and anticipated timing of the proposed transaction. The words "believe," "estimate," "anticipate," "project," "intend," "expect," "plan," "outlook," "scheduled," "forecast," and similar expressions are intended to identify forward-looking statements. Forward-looking statements involve inherent risks and uncertainties and the Company cautions you that a number of important factors could cause actual results to differ materially from the results reflected in these forward-looking statements.

Such factors include risks and uncertainties specific to this transaction, including, but not limited to, adverse effects on the market price of the Company's common stock and on the Company's operating results because of failure to complete the transaction (due to failure to obtain stockholder or regulatory approvals or to satisfy all of the other conditions to the transaction), uncertainties as to the timing of the consummation of the transaction, failure by the parties to successfully integrate their respective businesses, processes and systems in a timely and cost-effective manner, significant transaction costs, unknown liabilities, the success of the Company's business following the transaction, potential litigation relating to the transaction, general economic and business conditions that affect the Company following the transaction, and other economic, business, competitive and/or regulatory factors affecting the proposed transaction.

In addition to the factors mentioned above, factors relating to future financial operating results that could cause actual results to differ materially from those described herein include, but are not limited to: the ongoing effects of the COVID-19 pandemic; reductions, delays or changes in U.S. government spending; cancellation or material modification of one or more significant contracts; a significant decrease in the demand for the products the Company offers as a result of changing economic conditions or other factors; failure to secure contracts; actions by competitors offering similar products; regulatory, legislative and technological developments that may affect the demand for or costs of the Company's products; and other factors discussed under "Risk Factors" in the Company's Annual Report on Form 10-K filed on February 18, 2022 and Quarterly Report on Form 10-Q filed on November 1, 2022, which are on file with the SEC, and in the Company's subsequent SEC filings.

These statements are based on assumptions that may not come true. All forward-looking disclosure is speculative by its nature, and investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to update any of the forward-looking information included in this communication, whether as a result of new information, future events, changed expectations or otherwise.

