



NEWS RELEASE

L3Harris to Acquire Aerojet Rocketdyne

2022-12-18

MELBOURNE, Fla., and EL SEGUNDO, Calif. — L3Harris Technologies (NYSE: LHX) and Aerojet Rocketdyne Holdings, Inc. (NYSE: AJRD) together announced the signing of a definitive agreement for L3Harris to acquire Aerojet Rocketdyne for \$58 per share, in an all-cash transaction valued at \$4.7 billion, inclusive of net debt.

This marks L3Harris' second acquisition announcement of 2022, demonstrating its continued focus on delivering critical capabilities to warfighters while strengthening the nation's defense industrial base through increased competition.

"We've heard the DoD leadership loud and clear: they want high-quality, innovative and cost-effective solutions to meet both current and emerging threats, and they're relying upon a strong, competitive industrial base to deliver those solutions," said Christopher E. Kubasik, L3Harris CEO and Chair. "With this acquisition, we will use the combined talents of more than 50,000 employees to drive continuous process improvement, enhance business operations and elevate the performance of this crucial national asset."

A proven provider of world-class propulsion systems and energetics to the DoD, NASA and other partners and allies worldwide, Aerojet Rocketdyne has a 100-year heritage of excellence delivering some of the most significant moments in space exploration and discovery, while leading the industry with investments in rocket propulsion that support America's warfighters and enhance integrated deterrence.

The acquisition will ensure the defense industrial base and our customers will have a strengthened merchant supplier to effectively address both current and emerging threats – and promote scientific discovery and innovation

– through targeted investment in advanced missile technologies, hypersonics and more.

“This agreement will accelerate innovation for national security propulsion solutions while providing a premium cash value for our shareholders and tremendous benefits for our employees, customers, partners and the communities in which we operate,” said Eileen P. Drake, CEO and President of Aerojet Rocketdyne. “Joining L3Harris is a testament to the world-class organization and team we’ve built and represents a natural next phase of our evolution. As part of L3Harris, we will bring our advanced technologies together with their substantial expertise and resources to accelerate our shared purpose: enabling the defense of our nation and space exploration. This is an exciting new chapter for Aerojet Rocketdyne and our over 5,200 dedicated team members, providing them with additional opportunities, and we look forward to working closely with L3Harris to complete this transaction.”

Aerojet Rocketdyne currently generates approximately \$2.3 billion in annual revenue. The company’s employees operate primarily out of advanced manufacturing facilities in Canoga Park, California; Camden, Arkansas; West Palm Beach and Orlando, Florida; Huntsville, Alabama; Orange, Virginia; Redmond, Washington; Stennis Space Center, Mississippi; Jonesborough, Tennessee; and Carlstadt, New Jersey.

The cash acquisition will be funded with existing cash and the issuance of new debt. The deal is expected to close in 2023, subject to required regulatory approvals and clearances and other customary closing conditions.

Additional information regarding this transaction can be found at the **L3Harris investor page** and the **Aerojet Rocketdyne investor page**.

About L3Harris Technologies

L3Harris Technologies, an agile global aerospace and defense technology innovator, delivers end-to-end solutions meeting our customers’ mission-critical needs. The company provides advanced defense and commercial technologies across space, air, land, sea and cyber domains. L3Harris has more than \$17 billion in annual revenue and customers in more than 100 countries.

About Aerojet Rocketdyne

Aerojet Rocketdyne, a subsidiary of Aerojet Rocketdyne Holdings, Inc., is a world-recognized aerospace and defense leader that provides propulsion systems and energetics to the space, missile defense and strategic systems, and tactical systems areas, in support of domestic and international customers. For more information, visit **www.Rocket.com** and **www.AerojetRocketdyne.com**.

Regarding this Acquisition

Barclays Capital Inc. and Goldman Sachs & Co. LLC are serving as financial advisors, and Simpson Thacher & Bartlett LLP is serving as legal counsel to L3Harris. Citi and Evercore Inc. are serving as co-lead financial advisors, and

Wachtell, Lipton, Rosen & Katz is serving as legal counsel to Aerojet Rocketdyne.

Forward-Looking Statements

This press release contains forward-looking statements that reflect each company's management's current expectations, assumptions and estimates of future performance and economic conditions. Such statements are made in reliance upon the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Each company cautions investors that any forward-looking statements are subject to risks and uncertainties that may cause actual results and future trends to differ materially from those matters expressed in or implied by such forward-looking statements. Important risk factors that could cause actual results or outcomes to differ from those expressed in the forward-looking statements are described in the "Risk Factors" sections of each company's Annual Report on Form 10-K for the year ended December 31, 2021, and subsequent quarterly reports on Form 10-Q. In addition, the following factors, among others, could cause actual results to differ materially from the forward-looking statements or historical performance: delays in, or failures in respect of, anticipated satisfaction of closing conditions, unexpected costs, liabilities or delays, legal proceedings or the ability to obtain regulatory approvals and the satisfaction of other closing conditions in a timely manner or at all. Statements about business acquisitions, including benefits and future plans, are forward-looking and involve risks and uncertainties. The forward-looking statements speak only as of the date of this press release, and L3Harris and Aerojet Rocketdyne disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Additional Information and Where to Find It

In connection with the proposed transaction, Aerojet Rocketdyne will file relevant materials with the U.S. Securities and Exchange Commission (the "SEC"), including Aerojet Rocketdyne's proxy statement on Schedule 14A (the "Proxy Statement"). Aerojet Rocketdyne plans to mail to its stockholders a definitive Proxy Statement in connection with the proposed transaction. AEROJET ROCKETDYNE URGES YOU TO READ THE PROXY STATEMENT AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT AEROJET ROCKETDYNE, THE PROPOSED TRANSACTION AND RELATED MATTERS. Investors will be able to obtain a free copy of the Proxy Statement and other related documents (when available) filed by Aerojet Rocketdyne with the SEC at the website maintained by the SEC at www.sec.gov. Investors also will be able to obtain a free copy of the Proxy Statement and other documents (when available) filed by Aerojet Rocketdyne with the SEC by accessing the Investor Relations section of Aerojet Rocketdyne's website at <http://rocket.com>.

Participants in the Solicitation

Aerojet Rocketdyne and certain of its directors, executive officers and employees may be considered to be participants in the solicitation of proxies from Aerojet Rocketdyne'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 Aerojet Rocketdyne in connection with the proposed transaction, including a description of their respective direct or indirect interests, by security holdings or otherwise will be included in the Proxy Statement when it is filed with the SEC. You may also find additional information about Aerojet Rocketdyne's directors and executive officers in Aerojet Rocketdyne's proxy statement for its 2022 annual meeting of stockholders, which was filed with the SEC on May 3, 2022 and in subsequently filed Current Reports on Form 8-K and Quarterly Reports on Form 10-Q. You can obtain free copies of these documents from Aerojet Rocketdyne using the contact information below.