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Goldman Sachs International  
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**STRICTLY PRIVATE AND CONFIDENTIAL**

8 September 2021

Cobham Ultra Acquisitions Limited  
Tringham House, 580 Deansleigh Road  
Bournemouth  
BH7 7DT

Dear Sir/Madam,

**Recommended cash offer for Ultra Electronics Holdings plc by Cobham Ultra Acquisitions Limited, an indirect subsidiary of Cobham Group Holdings Limited, of £35.00 per share (the "Offer").**

We refer to the scheme document to be sent to shareholders of Ultra Electronics Holdings plc on or around 8 September 2021 in connection with the Offer (the "**Scheme Document**").

In accordance with Rule 23.2 of the City Code on Takeovers and Mergers, we confirm that we have given and not withdrawn our consent to the publication of the Scheme Document with the inclusion of the references to our name in the form and context in which they appear.

Yours faithfully,

GOLDMAN SACHS INTERNATIONAL

By: 