



EAST AURORA, NEW YORK 14052

PROXY STATEMENT

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 8, 2022**

FRENCH QUARTER INN
166 CHURCH STREET, CHARLESTON, SC 29401

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East Aurora, New York 14052-0018

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Moog Inc. will be held at the French Quarter Inn, 166 Church Street, Charleston, SC 29401, on Tuesday, February 8, 2022, at 10:00 a.m. EST, for the following purposes:

1. To elect two directors of the Company, both of whom will be Class B directors elected by the holders of Class B shares. The two Class B directors will each serve three-year terms expiring in 2025, or until the election and qualification of their successors.
2. To consider and ratify the selection of Ernst & Young LLP, independent registered certified public accountants, as auditors of the Company for the 2022 fiscal year.
3. To consider and transact such other business as may properly come before the Annual Meeting of Shareholders or any adjournment or adjournments thereof.

The Board of Directors has fixed the close of business on December 10, 2021 as the record date for determining which shareholders shall be entitled to notice of and to vote at such meeting.

SHAREHOLDERS WHO WILL BE UNABLE TO BE PRESENT MAY ATTEND THE ANNUAL MEETING BY PROXY. SHAREHOLDERS WHO WILL VOTE BY PROXY ARE REQUESTED TO DATE, MARK, SIGN AND RETURN THE PROXY CARD OR USE THE INTERNET OR TELEPHONE VOTING OPTIONS AS DESCRIBED ON THE PROXY CARD. THE PROXY MAY BE REVOKED AT ANY TIME BEFORE IT IS VOTED.

By Order of the Board of Directors

Christopher A. Head, *Secretary*

Dated: East Aurora, New York
December 23, 2021

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD FEBRUARY 8, 2022:

This Proxy Statement and the 2021 Annual Report to Shareholders are available for review online at <http://www.moog.com/proxy>.



East Aurora, New York 14052-0018

**PROXY STATEMENT
FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 8, 2022**

GENERAL INFORMATION

This Proxy Statement is furnished to shareholders of record as of the close of business on December 10, 2021 by the Board of Directors of Moog Inc. (the "Company" or "Moog"), in connection with the solicitation of proxies for use at the Annual Meeting of Shareholders (the "Annual Meeting") to be held at the French Quarter Inn, 166 Church Street, Charleston, SC 29401, on February 8, 2022, at 10:00 a.m. EST, and at any adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. This Proxy Statement and accompanying proxy will be first made available to shareholders on or about December 23, 2021.

While we intend to hold our Annual Meeting in person as scheduled, we are sensitive to public health and travel concerns and recommendations that public health officials may issue in light of the COVID-19 situation. The health and well-being of our employees and shareholders is our top priority. Accordingly, we are actively monitoring this situation and the protocols that federal, state and local governments may impose. In the event it is not possible or advisable to hold our Annual Meeting in person, we will announce alternative arrangements for the Annual Meeting as promptly as practicable. If the Annual Meeting is held remotely, shareholders will have the same opportunity to participate in the Annual Meeting as they would at an in-person meeting. Please monitor Moog's press releases, which are posted on the Moog website (www.moog.com) and Moog's Securities and Exchange Commission ("SEC") filings for updated information. If you are planning to attend our Annual Meeting in person, please check the website one week prior to the Annual Meeting date. As always, we encourage you to submit a proxy to vote your shares prior to the Annual Meeting so that your shares will be represented and voted at the Annual Meeting whether or not you attend.

If the form of proxy is properly executed and returned or the internet or telephone voting options described on the proxy are used, the shares represented thereby will be voted in accordance with the instructions thereon. Unless otherwise specified, the proxy will be deemed to confer authority to vote the shares represented by the proxy in accordance with the recommendations of the Board of Directors (the "Board") of the Company.

Any proxy given pursuant to this solicitation may be revoked by the person giving it insofar as it has not been exercised. Any revocation may be made at the Annual Meeting, or by submitting a proxy bearing a date subsequent to that on the proxy to be revoked, or by written notification to the Secretary of the Company, Christopher A. Head, c/o Moog Inc., 400 Jamison Road, Elma, New York 14052.

RECORD DATE AND OUTSTANDING SHARES

The Board has fixed the close of business on December 10, 2021 as the record date for determining the holders of common stock entitled to notice of and to vote at the Annual Meeting. On December 10, 2021, the Company had outstanding and entitled to vote a total of 29,535,063 shares of Class A common stock ("Class A shares") and 4,306,561 shares of Class B common stock ("Class B shares").

VOTING RIGHTS AND INSTRUCTIONS

Holders of a majority of each of the Class A shares and Class B shares issued and outstanding and entitled to vote, present in person or represented by proxy, will constitute a quorum for the transaction of business at the Annual Meeting.

Holders of Class A shares are entitled to elect at least 25% of the Board, rounded up to the nearest whole number, so long as the number of outstanding Class A shares is at least 10% of the number of outstanding shares of both classes of common stock. During fiscal 2021, the holders of Class A shares were entitled, as a class, to elect three directors of the Company, and the holders of the Class B shares were entitled, as a class, to elect the remaining six directors. R. Bradley Lawrence, a member of our Board, is retiring immediately prior to the Annual Meeting. As a result, there would be one vacancy on the Board. However, the Nominating and Governance Committee has recommended to the Board, and the Board has approved, a reduction in the size of the Board as of the Annual Meeting from nine members to eight members. At the 2022 Annual Meeting of Shareholders, the holders of Class A shares are entitled, as a class, to elect two directors of the Company, and the holders of the Class B shares are entitled, as a class, to elect the remaining six directors. Other than on matters relating to the election of directors or as required by law, where the holders of Class A shares and Class B shares vote as separate classes, the record holder of each outstanding Class A share is entitled to a one-tenth vote per share, and the record holder of each outstanding Class B share is entitled to one vote per share on all matters to be brought before the Annual Meeting.

The Class B directors will be elected by a plurality of the votes cast by the holders of the Class B shares. The ratification of the auditors and other matters submitted to the Annual Meeting that would not require a separate class vote by law may be adopted by a majority of the Class A shares and Class B shares, voting together as a single class, cast in favor of or against the proposal, a quorum of holders of Class A shares and Class B shares being present.

Shares held in a brokerage account or by another nominee are considered held in "street name" by the shareholder. A broker or nominee holding shares for a shareholder in "street name" may not vote in the election of directors, unless the broker or nominee receives specific voting instructions from the shareholder. As a result, absent specific instructions, brokers or nominees may not vote a shareholder's shares on Proposal 1, the election of directors. Such shares will be considered "broker non-votes" for such proposal. Broker non-votes in connection with the election of one or more nominees for director will not constitute a vote cast and will therefore have no effect on the outcome of the vote. In addition, with respect to Proposal 1, the election of directors, a "withhold" vote will not constitute a vote cast and therefore will not affect the outcome of the vote on the election of directors. In accordance with New York law, abstentions and broker non-votes are also not counted in determining the votes cast in favor of or against Proposal 2, the ratification of the selection of Ernst & Young LLP as independent auditors of the Company for the 2022 fiscal year, and therefore will not affect the outcome of such vote.

Additionally, if you hold your shares in a brokerage account or by another nominee, since you are not the shareholder of record, in order to vote these shares in person at the Annual Meeting you must obtain a legal proxy from your broker or other nominee.

Therefore, it is particularly important for shareholders holding shares in "street name" to instruct their brokers as to how they wish to vote their shares.

PROPOSAL 1 — ELECTION OF DIRECTORS

The Board is comprised of two classes of directors, Class A directors and Class B directors, elected by holders of Class A shares and holders of Class B shares, respectively. Within each class of directors there exist three subclasses, such that each of the subclasses is nearly equal in number.

Our Board is currently comprised of nine members. R. Bradley Lawrence, a member of our Board, is retiring immediately prior to the Annual Meeting. As a result, there would be one vacancy on the Board following the Annual Meeting. However, the Nominating and Governance Committee has recommended to the Board, and the Board has approved, a reduction in the size of the Board as of the Annual Meeting from nine members to eight members.

Two directors are to be elected at the Annual Meeting, both of which will be Class B directors elected by the holders of the outstanding Class B shares. Mr. Gundermann and Mr. Lipke are nominated to be elected by the holders of the Class B shares to hold office for a three-year term expiring in 2025, or until the election and qualification of their successors.

For each properly executed proxy, the persons named in the proxy will vote Class B shares for the election of the Class B nominees named in the following table, unless the proxy directs otherwise or is revoked. In the event any of the nominees should be unable to serve as a director, the proxy will be voted in accordance with the best judgment of the person or persons acting under it. It is not expected that any of the nominees will be unable to serve. Proxies cannot be voted for a greater number of persons than the number of nominees named.

The Company's current Board, including the nominees for director, share certain characteristics, experience and capabilities critical to effective board membership. Sound business judgment essential to intelligent and effective decision-making, experience at the policy-making level, relevant educational background, integrity, honesty and the ability to work collaboratively are some of the attributes possessed that qualify them to serve on the Board. The specific employment and leadership experiences, knowledge and capabilities of both the nominees for director and standing directors are further described in their biographies on the following pages.

Certain information regarding nominees for Class B directors, as well as those Class A and Class B directors whose terms of office continue beyond the date of the Annual Meeting, is set forth in the following tables. Messrs. Gundermann and Lipke have previously served as directors and have been elected as directors at prior annual meetings.

Nominees for Election as Directors at the Annual Meeting

Name	Age	First Elected Director	Expiration of Proposed Term	Position
Nominees for Class B Director				
Peter J. Gundermann	59	2009	2025	Director
Brian J. Lipke	70	2003	2025	Director

The Board recommends a vote "FOR" the election of each of the Nominees listed above for Director.

Mr. Gundermann is President, Chief Executive Officer ("CEO"), and Chairman of Astronics Corporation, a publicly traded aerospace and defense company headquartered in East Aurora, New York. Mr. Gundermann joined Astronics in 1988, has been a director since 2000 and has held his current position as President and CEO since 2003. He received a B.A. in Applied Mathematics and Economics from Brown University and an M.B.A. from Duke University. The Company believes Mr. Gundermann's in-depth understanding of the aerospace and defense industry and his significant high-level management experience as President and CEO of Astronics Corporation make him highly qualified to serve as a director.

Mr. Lipke retired as CEO of Gibraltar Industries, Inc., headquartered in Buffalo, New York, in December 2014 and served as Chairman of the Board through May 2015. Mr. Lipke started his career with Gibraltar in 1972, became President in 1987 and Chairman of the Board in 1993. Mr. Lipke attended the SUNY College of Technology at Alfred and the University of Akron. The Company believes Mr. Lipke's extensive managerial experience at both the officer and director level, reflected by his tenure as Chairman of the Board and CEO of Gibraltar Industries, Inc., makes him highly qualified to serve as a director.

Directors With Terms Continuing Beyond the Annual Meeting

Name	Age	First Elected Director	Expiration of Term	Position
Class B Directors				
Donald R. Fishback	65	2015	2024	Former Vice President; Former Chief Financial Officer; and Director
William G. Gisel, Jr.	69	2012	2024	Director
Brenda L. Reichelderfer	63	2016	2023	Director
John R. Scannell	58	2012	2023	Chief Executive Officer; Chairman of the Board; and Director
Class A Directors				
Janet M. Coletti	58	2020	2024	Director
Kraig H. Kayser	61	1998	2023	Director

Mr. Fishback joined the Company in 1981 after working as a Certified Public Accountant for Deloitte LLP. He became Corporate Controller in 1985 and in 2007 was named Vice President of Finance, a position he held until December 2010, at which time he was elected Chief Financial Officer ("CFO"). Mr. Fishback retired as CFO of the Company effective January 2020 and served as a corporate Vice President until March 2021. Mr. Fishback holds a B.A. in Business from Westminster College in Pennsylvania, an M.B.A. from University at Buffalo, The State University of New York and completed The Harvard Business School Advanced Management Program. The Company believes Mr. Fishback's in-depth financial and managerial expertise and thorough understanding of the Company's operations make him highly qualified to serve as a director.

Mr. Gisel is former CEO and current Executive Vice Chair of Rich Products Corporation, headquartered in Buffalo, New York. Mr. Gisel started his career at Bankers Trust Company in 1974, and after completing law school in 1978, he joined the law firm Phillips Lytle LLP. Mr. Gisel joined Rich Products in 1982, serving as the company's first General Counsel. In 1988, Mr. Gisel was named Vice President of the International Division. In 1996, he assumed the position of President of Rich's Food Group and Chief Operating Officer and, in 2006, he was appointed CEO, a role in which he served until January 2020. He earned a B.A. from Williams College, a Juris Doctorate from the Emory University School of Law and has an M.B.A. from the University of Rochester William E. Simon Graduate School of Business Administration. The Company believes Mr. Gisel's experience as an executive officer and director of a large, multi-national company makes him highly qualified to serve as a director.

Ms. Reichelderfer is a retired Senior Vice President and Managing Director at TriVista, a global management consulting firm in the private equity sector. Ms. Reichelderfer joined TriVista in 2008 and also served as the company's Global Head of Aerospace and Defense. Previously, she spent over 25 years in executive leadership positions at ITT Corporation, including Group President of the Motion & Flow Control and subsequently the Electronics Divisions. She received a B.S. in Electrical Engineering from Ohio Northern University and is a graduate of the executive leadership program at the Fuqua School of Business at Duke University. The Company believes Ms. Reichelderfer's extensive experience in general management, engineering and operations, along with her knowledge of the aerospace and industrial industries, make her highly qualified to serve as a director.

Mr. Scannell joined the Company in 1990 as an Engineering Manager of Moog Limited in Ireland and later moved to Germany to become Operations Manager of Moog GmbH. In 1999, he became the General Manager of Moog Limited in Ireland, and in 2003 moved to the Aircraft Group as the Boeing 787 Program Manager and was subsequently named Director of Contracts and Pricing and elected a Vice President of the Company in 2005. He was elected Chief Financial Officer in 2007, a position he held until December 2010, at which time he was elected President and Chief Operating Officer. In December 2011, Mr. Scannell was elected Chief Executive Officer and was named Chairman of the Board in January 2014. In addition to an M.B.A. from The Harvard Business School, Mr. Scannell holds B.S. and M.S. degrees in Electrical Engineering from University College Cork, Ireland. The Company believes Mr. Scannell's range of management experience in engineering, operations management, contracts and finance, along with his in-depth knowledge of the Company's markets, products and technologies, make him highly qualified to serve as a director.

Ms. Coletti retired as Executive Vice President and Chief Human Resources Officer ("CHRO") of M&T Bank Corporation ("M&T") in December 2020. M&T is headquartered in Buffalo, New York. Ms. Coletti started her career at M&T in 1985 and she held numerous positions in the Consumer Banking and Business Banking divisions before becoming CHRO in 2015. Ms. Coletti holds a B.A. in Economics from Mount Holyoke College. Ms. Coletti's extensive financial services experience along with her understanding of talent management, leadership development, compensation and benefits, and diversity and inclusion make her highly qualified to serve as a director.

Mr. Kayser is the former President, CEO and Director of Seneca Foods Corporation headquartered in Marion, New York. He resigned from those positions on October 1, 2020. Prior to assuming the CEO position at Seneca Foods in 1993, Mr. Kayser was Seneca Food's CFO. He received a B.A. from Hamilton College and an M.B.A. from Cornell University. The Company believes Mr. Kayser's financial and business expertise, including an in-depth understanding of the preparation and analysis of financial statements, and experience as President of a large publicly traded corporation, makes him highly qualified to serve as a director.

CORPORATE GOVERNANCE

Corporate Governance Guidelines

Our Board and management are committed to effective corporate governance practices. Our Corporate Governance Guidelines describe the governance principles and procedures by which the Board functions. The Board annually reviews the Corporate Governance Guidelines and the Board committee charters in response to corporate governance developments, including regulatory changes, and recommendations by directors of the Company in connection with Board and committee evaluations.

Our Corporate Governance Guidelines and our Board committee charters are available on our website at www.moog.com by selecting *Investors* and then *Corporate Governance Guidelines*. Shareholders may request a free printed copy of our Corporate Governance Guidelines from our Investor Relations department by contacting them by telephone at (716) 687-4225 or by e-mail to investorrelations@moog.com.

Business Ethics Code of Conduct

We have a written code of business ethics and conduct which applies to all directors, officers and employees. Our Statement of Business Ethics is available on our website at www.moog.com by selecting *Investors*, *Corporate Governance Guidelines* and then *Moog Statement of Business Ethics*. Shareholders may request a free printed copy of our Statement of Business Ethics from our Investor Relations department by contacting them by telephone at (716) 687-4225 or by e-mail to investorrelations@moog.com.

Communication with Directors

The Board has a process by which shareholders or other interested parties can communicate with the Board, with the non-management directors as a group or with the chair of the Board executive sessions. All such questions or inquiries should be directed to the Secretary of the Company, Christopher A. Head, c/o Moog Inc., 400 Jamison Road, Elma, New York 14052. Mr. Head will review and communicate pertinent inquiries to the Board or, if requested, the non-management directors as a group or the chair of the Board executive sessions.

Leadership Structure

John R. Scannell was named CEO in December 2011 and Chairman of the Board in January 2014. The Board has determined that at this time it is in the best interest of the Company and its shareholders for one person to serve as Chairman of the Board and CEO and that it is unnecessary at this time to designate a specific lead independent director. The Company believes this is the appropriate leadership structure because Mr. Scannell is able to employ the experience and perspective gained over the past 31 years in his various roles of increasing responsibility at the Company to guide the Board effectively and efficiently in managing the property, affairs and business of the Company. While the Board believes this is the most appropriate structure at this time, it recognizes that there may be circumstances in the future that would lead to separate individuals serving in each capacity.

Board Role in Risk Oversight

The Board is responsible for consideration and oversight of the risks facing the Company, managing this both directly and through standing committees of the Board. The Board is kept informed by various reports provided to it on a regular basis, including reports made by management at the Board and committee meetings. The Audit Committee performs a central oversight role with respect to financial and compliance risks and regularly reviews these risks with the full Board. The Executive Compensation Committee reviews and discusses with management the impact of the Company's compensation policies and practices on risk taking within the Company. The committee roles are discussed in more detail later in this Proxy Statement.

Stock Ownership Guideline

In August 2018, the Board adopted stock ownership guidelines for the Company's CEO, other executive officers of the Company's executive management team and the directors of the Company. Pursuant to these stock ownership guidelines, each director is expected to own shares of the Company's stock having a value equal to at least three times the annual cash component of his or her director fee. Similarly, pursuant to these stock ownership guidelines, the Company's chief executive officer and the other members of the Company's management executive team are expected to own shares of the Company's stock having a value equal to at least five times and three times, respectively, of his or her annual salary. In calculating stock ownership value, all direct holdings as well as the share value equivalent of vested options and stock appreciation rights ("SARs") are considered. Currently there is no time limit to achieve the expected level of share ownership pursuant to these stock ownership guidelines.

Insider Trading and Hedging Policy

All of the Company's directors, officers and employees are subject to Moog's Insider Trading Policy. As part of this Insider Trading Policy, the Company's directors, officers and employees are prohibited from engaging (i) in any short sales of the Company's securities, (ii) in any transaction involving puts, calls and other derivative instruments that relate to or involve the Company's securities or (iii) in any hedging or other monetization transactions or similar arrangements involving the Company's securities, including prepaid variable forward contracts, forward sale or purchase contracts, equity swaps, collars or exchange funds. This policy effectively serves as the Company's anti-hedging policy.

Director Independence

Under the independence standards set forth at 303A.02 of the New York Stock Exchange Listed Company Manual, the Board has affirmatively determined that only the following non-management directors are independent: Messrs. Gisel, Gundermann, Kayser, Lawrence, Lipke and Ms. Reichelderfer. Under these standards, the Board has also determined that all standing Board committees, other than the Executive Committee, are composed entirely of independent directors.

Executive Sessions

The Company's Corporate Governance Guidelines provide that the non-management directors meet without management at regularly scheduled executive sessions. Generally, these sessions take place prior to, or following, regularly scheduled Board meetings. Each executive session is chaired by an independent director. Mr. Kayser was the chair for each of the executive sessions held during fiscal 2021. The Audit Committee meets with the Company's independent auditors in regularly scheduled executive sessions, with the Audit Committee chairperson presiding over such sessions.

Board of Directors Committee Meetings and Members

During fiscal 2021, the Board held six meetings. The following were the standing committees of the Board for fiscal 2021 and the number of meetings each committee held during fiscal 2021:

Director	Audit Committee	Executive Committee	Executive Compensation Committee	Nominating and Governance Committee
Janet M. Coletti	—	—	—	—
Donald R. Fishback	—	M	—	—
William G. Gisel, Jr.	—	—	C	M
Peter J. Gundermann	M	—	M	—
Kraig H. Kayser	C	—	—	M
R. Bradley Lawrence ⁽¹⁾	M	—	M	—
Brian J. Lipke	—	—	M	C
Brenda L. Reichelderfer	M	—	—	M
John R. Scannell	—	C	—	—
Number of Meetings Held	5	—	3	1

C = Chair / M = Member

(1) Mr. Lawrence will retire from the Board immediately prior to the Annual Meeting.

In addition to these formal meetings, the Board and its standing committees may also act by unanimous written consent when appropriate. For various reasons, Board members may not be able to attend a Board meeting in person or by teleconference. All Board members are provided information related to each of the agenda items before each meeting, and, therefore, can provide counsel outside the confines of regularly scheduled meetings. Each director attended at least 75% of the aggregate of the Board meetings and the committee meetings of which committee he or she was a member during fiscal 2021.

It is the Company's policy that, to the extent reasonably practicable, Board members are expected to attend shareholder meetings. All of the directors attended the 2021 Annual Meeting of Shareholders held on February 9, 2021.

Nominating and Governance Committee

The Nominating and Governance Committee is composed solely of independent directors and participates in the search for qualified directors. The criteria for selecting nominees for election as directors of the Company includes experience in the operation of large public or private organizations, as well as accomplishments, education, capabilities, high personal and professional integrity and the willingness to represent the interests of all shareholders and not of any special interest group. From time to time, the Nominating and Governance Committee will engage a professional search firm, to which it pays a fee, to assist in identifying and evaluating potential nominees. After conducting an initial evaluation of a candidate, the Nominating and Governance Committee will interview that candidate if it believes the candidate might be suitable to be a director and will also ask the candidate to meet with other directors and management. If the Nominating and Governance Committee believes a candidate would be a valuable addition to the Board, it will recommend to the full Board that candidate's nomination for election.

The Nominating and Governance Committee does not have a formal written policy with regard to considering diversity in identifying nominees for director, but when considering director candidates, it seeks individuals with backgrounds and capabilities that, when combined with those of the Company's other directors, bring a broad range of complementary skills, expertise, industry and regulatory knowledge and diversity of perspectives to build a capable, responsive and effective Board. Diversity considerations for a director nominee may vary at any time according to the particular area of expertise being sought to complement the existing Board composition.

A shareholder wishing to nominate a candidate should forward the candidate's name and a detailed background of the candidate's qualifications to the Secretary of the Company in accordance with the procedures outlined in the Company's by-laws. In making a nomination, shareholders should take into consideration the criteria set forth above and in the Company's Corporate Governance Guidelines. The Nominating and Governance Committee will use the same process for evaluating candidates for director regardless of source of such nomination, including from a shareholder. The Board has adopted a written charter for the Nominating and Governance Committee. A copy of the charter is available on the Company's website at www.moog.com by selecting *Investors, Corporate Governance Guidelines* and then *Nominating and Governance Committee Charter*.

All of the Nominating and Governance Committee members meet the independence and experience requirements of the New York Stock Exchange and the Securities and Exchange Commission. The Nominating and Governance Committee held one meeting in fiscal 2021; and on November 15, 2021, met and nominated Messrs. Gundermann and Lipke for election at the Annual Meeting.

Audit Committee

The Audit Committee is responsible for assisting the Board in monitoring the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the Independent Registered Public Accounting Firm's qualifications and independence, and the performance of the Company's internal audit function and the Independent Registered Public Accounting Firm. The Audit Committee has the sole authority to retain and terminate the Independent Registered Public Accounting Firm and is directly responsible for the compensation and oversight of the work of the Independent Registered Public Accounting Firm. The Independent Registered Public Accounting Firm reports directly to the Audit Committee. The Audit Committee reviews and discusses with management and the Independent Registered Public Accounting Firm the annual audited and quarterly financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Audit Committee also reviews and considers quarterly reports from the Independent Registered Public Accounting Firm on the Company's critical accounting policies and practices, internal control over financial reporting and major financial risk exposures. The Board has adopted a written charter for the Audit Committee, which is available on the Company's website at www.moog.com by selecting *Investors, Corporate Governance Guidelines* and then *Charter of the Audit Committee of the Board of Directors*.

All of the Audit Committee members meet the independence and experience requirements of the New York Stock Exchange and the Securities and Exchange Commission. The Board has determined all Audit Committee members are audit committee financial experts under the rules of the Securities and Exchange Commission. The Audit Committee held five meetings in fiscal 2021, in person and by telephone conference. On a regular basis, the Audit Committee met separately with the Company's internal auditors and separately with the Independent Registered Public Accounting Firm and management.

Executive Compensation Committee

The Executive Compensation Committee is responsible for discharging the Board's duties relating to executive compensation, including making all decisions regarding compensation of the executive officers and is responsible for administering the Company's executive compensation program. The Executive Compensation Committee reviews both short-term and long-term corporate goals and objectives with respect to compensation of the CEO and the other executive officers. The Executive Compensation Committee also reviews and discusses with management the impact of Moog's compensation policies and practices on risk-taking within the Company. At least once a year, the Executive Compensation Committee evaluates the performance of the CEO and other executive officers in light of these goals and objectives; and based on these evaluations, approves the compensation of the CEO and the other executive officers. The Executive Compensation Committee also reviews and recommends to the Board incentive compensation plans that are subject to the Board's approval.

The Executive Compensation Committee is responsible for approving stock incentive awards to executive officers and key employees. The Executive Compensation Committee reviews management recommendations regarding awards to both executive officers and key employees, evaluating such potential awards in relation to overall compensation levels. The Executive Compensation Committee also reviews such awards with consideration for the potential dilution to shareholders, and limits stock awards such that the potential dilutive effect is within normally accepted practice. With regard to stock incentive grants to directors, such grants are approved by the full Board. The Executive Compensation Committee held three meetings in fiscal 2021.

All of the Executive Compensation Committee members meet the independence requirements of the New York Stock Exchange. The Board has adopted a written charter for the Executive Compensation Committee. A copy of the charter is available on the Company's website at www.moog.com by selecting *Investors*, *Corporate Governance Guidelines* and then *Executive Compensation Committee Charter*.

During fiscal 2021, the Executive Compensation Committee utilized data provided in a report prepared by Korn Ferry, an independent professional compensation consulting firm, to assist and guide the Executive Compensation Committee. The Korn Ferry data was used to compare Moog's executive compensation program with current industry trends, and to benchmark individual officer compensation levels against our peer group and Korn Ferry's wider executive database. This report was also used to assist the Executive Compensation Committee in setting the compensation level of our CEO. Our CEO makes recommendations to the Executive Compensation Committee regarding the compensation levels of other executive officers. The amount of fees for services performed for the Executive Compensation Committee by Korn Ferry was approximately \$61,000 for fiscal 2021.

Moog's management also used Korn Ferry for compensation and talent consultation services, which are provided independently of the services to the Executive Compensation Committee. The decision to engage Korn Ferry for these services was made directly by management and was approved by the chair of the Executive Compensation Committee when it related directly to executive compensation. The amount of fees for these additional services performed by Korn Ferry was approximately \$480,000 for fiscal 2021.

William G. Gisel, Jr., Chairman of the Executive Compensation Committee, was retained by Korn Ferry during fiscal 2021 to assist with CEO succession advisory work for two Korn Ferry clients unrelated to any industry in which Moog competes. The Executive Compensation Committee has assessed the independence of Korn Ferry pursuant to the factors identified in the New York Stock Exchange listing rules regarding conflicts of interest for compensation consultants. The Committee concluded no conflict of interest existed, given the limited unrelated nature of Mr. Gisel's engagement with Korn Ferry, that would have prevented Korn Ferry from independently providing services to the Executive Compensation Committee.

Additional information regarding the Executive Compensation Committee's processes and procedures for establishing and overseeing executive compensation is disclosed in the "Compensation Discussion and Analysis" section.

Executive Compensation Committee Interlocks and Insider Participation

In fiscal 2021, Messrs. Gisel, Gundermann, Lawrence and Lipke served on the Executive Compensation Committee. None of the members of the Executive Compensation Committee was an officer or employee of Moog during the last fiscal year, was formerly an officer of Moog, or had any relationships with Moog requiring disclosure under any paragraph of Item 404 of Regulation S-K. During fiscal year 2021, no executive officer of Moog served on the compensation committee of any company that employs a director of Moog, except for Mr. Scannell, the Company's CEO and a director, who also serves on M&T Bank Corporation's Nominating, Compensation and Governance Committee and Ms. Coletti, who was employed as an executive officer of M&T Bank Corporation prior to her retirement in December 2020 and currently serves on the board of the Company.

Related Party Transactions

We use a combination of Company policies, including a policy on related parties, in addition to established review procedures, including adherence to New York Stock Exchange Listing standards, to ensure related party transactions are reviewed, approved and ratified, as appropriate.

The Nominating and Governance Committee is responsible for developing, recommending and reviewing annually the Company's Corporate Governance Guidelines to comply with state and federal laws and regulations, and with New York Stock Exchange Listing Standards. The Board is further required to meet the independence standards set forth in the New York Stock Exchange Listed Company Manual. The Audit Committee is responsible for the review, approval or ratification of any related party transactions as noted in the "Compliance Oversight Responsibilities" section of the Charter of the Audit Committee. Our Statement of Business Ethics, which applies to all directors, executive officers and employees, provides guidance on matters such as conflicts of interest and procurement integrity, among others.

We require that each director and executive officer complete a questionnaire quarterly. The questionnaire requires positive written affirmation regarding related party transactions that may constitute a conflict of interest, including: any transaction or proposed transaction in excess of \$120,000 involving the director or executive officer or an immediate family member and the Company, a subsidiary or any pension or retirement savings plan; any indebtedness to the Company; dealings with competitors, suppliers or customers; any interest in real or personal property in which the Company also has an interest; and the potential sale of any real or personal property or business venture or opportunity that will be presented to the Company for consideration. In addition, we collect quarterly updates to this questionnaire throughout the year. We review each questionnaire to identify any transactions or relationships that may constitute a conflict of interest, require disclosure, or affect an independence determination.

Any such transactions with the directors, executive officers, their immediate family members or any 5% shareholder are reviewed by the Audit Committee, and, when necessary, the full Board. These reviews are intended to ensure any such transactions are conducted on terms as fair as if they were on an arm's length basis and do not conflict with the director's or executive officer's responsibilities to the Company. If the Audit Committee or Board were to determine that a transaction is not on terms as fair as if it were on an arm's length basis, the transaction would be modified such that the transaction were as fair as if it were on an arm's length basis. The Audit Committee and Board place significant reliance on their collective business judgment, experience and expertise in their review and deliberations.

For situations in which it is either clear that a conflict of interest exists or there is a potential conflict of interest, the related director or executive officer is obligated to recuse themselves from any discussion on the business arrangement. That director or executive officer does not participate in approving or not approving the related transaction. The remaining members of the Board make those determinations.

During fiscal 2021, there was no related party transaction required to be reported under Item 404(a) of Regulation S-K that was required to be reviewed as a related party transaction under the Company's policies and procedures.

Other Directorships

Current directors and director nominees of the Company are presently serving or have served at any time during the past five years on the following boards of directors of other publicly traded companies:

Director	Company
William G. Gisel, Jr.	KeyCorp ⁽¹⁾
Peter J. Gundermann	Astronics Corporation
Kraig H. Kayser	Seneca Foods Corporation ⁽²⁾
Brenda L. Reichelderfer	Federal Signal Corporation, Meggitt PLC ⁽³⁾
John R. Scannell	Albany International, M&T Bank Corporation

- (1) As of May 2020, Mr. Gisel no longer serves as director of KeyCorp as he retired from the board immediately prior to KeyCorp's 2020 Annual Meeting.
- (2) Effective November 10, 2021, Mr. Kayser became non-executive Chairman of Senecas Foods Corporation. Mr. Kayser previously served as a director of Seneca Foods Corporation until October 2020.
- (3) As of April 2017, Ms. Reichelderfer no longer serves as a director of Meggitt PLC as she retired from its board immediately prior to Meggitt PLC's 2017 Annual Meeting.

Website Access to Information

The Company's internet address is www.moog.com. The Company has posted to the investor information portion of its website its Corporate Governance Guidelines, Board committee charters (including the charters of its Audit, Executive Compensation and Nominating and Governance Committees) and Statement of Business Ethics. This information is available in print to any shareholder upon request. All requests for these documents should be made to the Company's Investor Relations department by calling (716) 687-4225 or by email to investorrelations@moog.com.

Discontinue Multiple Mailings

If you are a shareholder of record and have more than one account in your name or at the same address as other shareholders of record, you may authorize the Company to discontinue multiple mailings, or to reinstate multiple mailings, by either mailing your request to Moog Inc., Attention: Investor Relations, 400 Jamison Road, East Aurora, New York 14052, or sending your request to Investor Relations via electronic mail at investorrelations@moog.com. Please include the exact share registration as it is shown on the address label(s) for your mailing(s).

COMPENSATION OF DIRECTORS

The aggregate cash remuneration for attending Board and committee meetings for all non-management directors, excluding reimbursement of out-of-pocket expenses, was \$658,750 for fiscal 2021.

During fiscal 2021, stock awards with a grant date fair value of \$85,059 were granted to each non-management director under the 2014 Moog Inc. Long Term Incentive Plan (the "2014 LTI Plan"), which provides that awards in a certain number of underlying Class A shares or Class B shares may be granted to non-employee directors. Messrs. Fishback, Gisel, Gundermann, Kayser, Lawrence and Lipke and Meses. Coletti and Reichelderfer each were granted 1,159 Class B shares. During fiscal 2021, Mr. Gisel was granted an additional 642 Class B shares with a fair value of \$50,076, in lieu of cash, for talent management services.

2021 Director Compensation

Name	Fees Earned or Paid in Cash (\$)	Stock Awards ⁽¹⁾ (\$)	All Other Compensation (\$)	Total (\$)
Janet M. Coletti	\$ 85,000	\$ 85,059	—	\$ 170,059
Donald R. Fishback ⁽²⁾	493,538	85,059	13,306	591,903
William G. Gisel, Jr.	85,000	135,135	—	220,135
Peter J. Gundermann	85,000	85,059	—	170,059
Kraig H. Kayser	85,000	85,059	—	170,059
R. Bradley Lawrence ⁽³⁾	85,000	85,059	—	170,059
Brian J. Lipke	85,000	85,059	—	170,059
Brenda L. Reichelderfer	85,000	85,059	—	170,059

(1) This column shows the aggregate grant date fair value of Class B shares granted in fiscal 2021.

(2) The Fees Earned or Paid in Cash column represents Mr. Fishback's cash remuneration as a director of the Company of \$63,750, as well as Mr. Fishback's salary and STI bonus during fiscal 2021 of \$429,788. The All Other Compensation column represents Mr. Fishback's perquisites as Vice President during fiscal 2021. Mr. Fishback retired from serving as Vice President of the Company in March 2021.

(3) Mr. Lawrence will retire from the Board immediately prior to the Annual Meeting.

During fiscal 2021, the number of Class B shares granted to each non-employee director were as follows:

Name	Grant Date	Common Stock	Number of Shares Awarded	Market Price on Grant Date
Janet M. Coletti	11/17/2020	Class B	1,159	\$ 73.39
Donald R. Fishback	11/17/2020	Class B	1,159	\$ 73.39
William G. Gisel, Jr.	11/17/2020	Class B	1,159	\$ 73.39
	02/09/2021	Class B	642	\$ 78.00
Peter J. Gundermann	11/17/2020	Class B	1,159	\$ 73.39
Kraig H. Kayser	11/17/2020	Class B	1,159	\$ 73.39
R. Bradley Lawrence ⁽¹⁾	11/17/2020	Class B	1,159	\$ 73.39
Brian J. Lipke	11/17/2020	Class B	1,159	\$ 73.39
Brenda L. Reichelderfer	11/17/2020	Class B	1,159	\$ 73.39

(1) Mr. Lawrence will retire from the Board immediately prior to the Annual Meeting.

The aggregate number of SARs on Class A and Class B shares held by each non-employee director as of October 2, 2021 was as follows:

Name	SARs on Moog Class B Shares	SARs on Moog Class A Shares
Janet M. Coletti	—	—
Donald R. Fishback	29,836	43,833
William G. Gisel, Jr.	2,500	5,500
Peter J. Gundermann	2,500	7,000
Kraig H. Kayser	2,500	7,000
R. Bradley Lawrence ⁽¹⁾	2,500	—
Brian J. Lipke	2,500	7,000
Brenda L. Reichelderfer	—	—

(1) Mr. Lawrence will retire from the Board immediately prior to the Annual Meeting.

Expense Reimbursement

Non-employee directors are reimbursed for travel and other out-of-pocket expenses in the performance of their duties.

Indemnification Agreements

Moog has indemnification agreements with our directors. These agreements provide that directors are covered under our directors and officers liability insurance, which indemnifies directors to the extent permitted by law and allows for the advance of funds to directors to cover expenses subject to reimbursement if it is later determined indemnification is not permitted.

Deferred Compensation Plan

This plan allows non-employee directors to defer all or part of the director's cash fees. Directors deferring cash fees must notify the Company of any changes to the elections to defer fees for a calendar year by the end of the preceding calendar year, with new directors having 30 days to make such an election. Directors deferring cash fees accrue interest monthly at the average of the six month Treasury bill rate. During fiscal year 2021, three directors participated in this plan. The table below shows the amounts deferred for fiscal year 2021.

Name	2021 Cash Fees Percent Deferred	Payment of Deferred Fees from Prior Years
Janet M. Coletti	75%	\$ —
Donald R. Fishback	—	—
William G. Gisel, Jr.	100%	—
Peter J. Gundermann	—	—
Kraig H. Kayser	100%	—
R. Bradley Lawrence ⁽¹⁾	—	—
Brian J. Lipke	—	—
Brenda L. Reichelderfer	—	—

(1) Mr. Lawrence will retire from the Board immediately prior to the Annual Meeting.

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

This compensation discussion and analysis ("CD&A") provides detailed information about the compensation arrangements for the Company's named executive officers ("NEOs"):

- John R. Scannell — Chief Executive Officer; Chairman of the Board; and Director
- Jennifer Walter — Vice President; Chief Financial Officer
- Mark J. Trabert — Vice President; President, Aircraft Controls
- Maureen M. Athoe — Vice President; President, Space and Defense
- Patrick J. Roche — Vice President; President, Industrial Systems *

*As announced on November 16, 2021, Mr. Roche was promoted from Vice President and President, Industrial Systems to Executive Vice President and Chief Operating Officer, effective December 1, 2021.

This CD&A includes the Executive Compensation Committee's compensation philosophy, the objectives of our compensation program and a discussion of each element of compensation paid to the NEOs for our most recent fiscal year.

Executive Summary

The objective of the Company's executive compensation program is to provide a compensation package that will attract, retain, motivate and reward superior executives who must operate in a highly competitive and technologically challenging environment.

2021 Performance

2021 was a respectable year for the Company in the context of the macroeconomic conditions highlighted by continued impacts of the COVID-19 pandemic. Fiscal 2020 included only 2 quarters of COVID-19 conditions whereas fiscal 2021 was a full year of COVID-19 conditions. Sales of \$2.85 billion were down 1% compared to fiscal 2020. Commercial aircraft sales decreased as global international air travel remains muted as a result of the pandemic and Industrial Systems sales were down slightly. These declines were partially offset by higher demand for our military aircraft programs and space and defense programs. Earnings per share of \$4.87 were up compared with last year's \$0.28 which included \$1.68 per share in pandemic-related charges and \$2.85 per share charge related to settlement accounting on our U.S. defined benefit pension plan. Cash flows from operating activities in fiscal 2021 of \$293 million were benefited by reduced inventories and timing of payments. Capital deployment in fiscal 2021 included payments of dividends totaling \$32 million and repurchasing approximately 400,000 shares of Company stock for an aggregate purchase price of approximately \$30 million.

2021 Executive Compensation Assessment

The Executive Compensation Committee uses data provided by Korn Ferry, our compensation consultant, to establish competitive salaries for each of the NEOs. Information regarding the compensation consultant and this analysis is provided in greater detail throughout the CD&A.

Our total direct compensation programs consist of base salary, short-term incentive ("STI"), and long-term incentive ("LTI"), as well as other benefits, each of which are discussed below. However, the Executive Compensation Committee also considers how our total compensation compares with the total compensation of comparable executives in peer organizations and the broader marketplace.

In summary, the key aspects of the Company's compensation for the NEOs are as follows:

- Base salary increases tied to market benchmarks, time in position and individual job performance;
- STI, paid in cash and stock, based upon increases in earnings per share ("EPS") and free cash flow ("FCF") conversion;
- LTI awards in the form of SARs, performance-based restricted stock units ("PSUs") and time-vested awards ("TVAs") link NEO compensation to long-term shareholder interests; and
- Benefits that include retirement and medical coverage.

Moog's executive compensation compared to market can be summarized as:

- Base salaries are between 87% and 97% of market median with an average of 91%;
- Total Cash Compensation for all NEOs falls between 79% and 97% of market median with an average of 89%; and
- Total Direct Compensation for all NEOs falls between 61% and 91% of market median, with an average of 80%.

What We Do	What We Don't Do
Pay for performance philosophy	No re-pricing SAR awards
Capped incentive payouts	No permitted hedging, short sale or derivative transactions in Company stock
Challenging performance objectives through multiple metrics and overlapping multi-year time horizons	No guaranteed salary increases or guaranteed incentive bonuses for NEOs
Stock ownership guidelines for officers and directors	No excessive perquisites
Independent compensation consultant retained directly by Executive Compensation Committee	No excise tax gross up
Change in control agreements are double triggered	No excessive dilution: as of October 2, 2021, total dilution was less than 1% of the Company's outstanding shares
Executive Compensation Committee review compensation related risks	

The Role of Shareholder Say-On-Pay Votes

The Company provides its shareholders with the opportunity to cast an advisory vote every three years on its executive compensation program (referred to as a “say-on-pay proposal”). At the Company’s Annual Meeting of Shareholders held on February 9, 2021, approximately 88% of the votes cast on the say-on-pay proposal at that meeting were voted in favor of the proposal. The Executive Compensation Committee believes this result affirms shareholders’ support of the Company’s approach to executive compensation and therefore maintained this approach in fiscal 2021. The Executive Compensation Committee will continue to consider the outcome of the Company’s say-on-pay votes when making future compensation decisions for the NEOs.

Compensation Philosophy and Objectives

Moog seeks to fulfill the objective of its executive compensation program by linking annual changes in executive compensation to overall Company performance, as well as each individual’s contribution to the results achieved. The emphasis on overall Company performance is intended to align the executives’ financial interests with the interests of shareholders. Moog also seeks fairness in total compensation with reference to external comparisons, internal comparisons and the relationship between management and non-management remuneration.

The Company’s executive compensation program aims to take a balanced approach. We recognize that near-term shareholder value can be created by the achievement of near-term results. To reward near-term success, annual salary increases are linked to market rates and individual job performance and the STI payment reflects annual increases in EPS and FCF conversion. These targets are independent of each other and the payment received under the STI plan ultimately depends on performance against these two criteria. “On target” performance would be EPS growth of 10% and FCF conversion of 100%. The STI is comprised of a cash and stock element, typically paid out in a ratio of cash to stock of 2:1.

The Company’s business, particularly in aerospace and defense, requires that executives make decisions and commitments where benefits, in financial terms, take years to develop. The LTI awards are intended to reward long-term success and to align executives’ financial interests with those of long-term shareholders through the award of PSUs in conjunction with SARs and TVAs under the 2014 LTI Plan. The PSUs vest conditionally based on a three-year performance period, using total sales and operating margin targets.

The Company believes that its total executive compensation program maintains alignment between both short and long-term incentives, Company performance and the interests of shareholders. The metrics selected for linkage to these plans were chosen because of their profile within the Company as key performance indicators.

Roles and Governance

The Executive Compensation Committee

The Executive Compensation Committee of the Board is composed solely of independent, non-employee directors. The Executive Compensation Committee meets to determine CEO compensation and has final approval on all elements of officer compensation. Any changes in benefit plans which affect executive officers are presented to the Executive Compensation Committee for review and approval, prior to presentation to the entire Board for subsequent approval.

For fiscal 2021, this committee was comprised of the following members:

William G. Gisel, Chair	R. Bradley Lawrence
Peter J. Gundermann	Brian J. Lipke

Independent Consultant

The Executive Compensation Committee selects and retains the services of Korn Ferry, our compensation consultant, to provide professional advice on the Company's executive officer compensation. Korn Ferry is retained directly by the Executive Compensation Committee and works directly with the Executive Compensation Committee's chairman. Korn Ferry advises on the design of compensation arrangements and provides an independent market assessment of peer companies, using Korn Ferry's Job Evaluation methodology and general industry compensation and practices.

The compensation consultant works with management to collect information, to solicit management's input and to understand Moog's plans, goals and actual performance. The consulting relationship is reviewed by the Executive Compensation Committee annually to determine its satisfaction with the services and advice provided by the compensation consultant.

For additional information about the services provided by Korn Ferry and its independence, refer to the Executive Compensation Committee section under [Corporate Governance](#), beginning on page 6.

Market Assessment

The Basis of Comparison

As part of their review process, Korn Ferry makes comparisons of the Company's compensation program to two groups of companies. The first comparison is with Korn Ferry's proprietary Industrial Executive Compensation Report. The second comparison is with a group of seventeen companies whose businesses are similar to Moog's and whose revenues are reasonably comparable. Korn Ferry reviews this peer group each year and recommends changes where appropriate.

One change to the peer group was made in fiscal 2021; Cubic Corporation was removed after it was acquired by private equity firms Veritas Capital and Evergreen Coast Capital. Cubic Corporation is no longer publicly traded.

Cubic Corporation was replaced by ITT Inc., which was selected on the basis of its operations through three segments: Motion Technologies, Industrial Process and Connect & Control Technologies. Through these segments, ITT Inc. serves customers in various industries including industrial, aerospace and defense, medical and oil & gas markets and has revenues that are broadly comparable to that of Moog and members of the peer group.

The full list of peers for fiscal 2021 is shown below:

AAR CORP.	ITT Inc.
Aerojet Rocketdyne Holdings, Inc.	Kaman Corporation
AMETEK, Inc.	Regal-Beloit Corporation
Barnes Group Inc.	Spirit AeroSystems Holdings, Inc.
Crane Co.	Teledyne Technologies Incorporated
Curtiss-Wright Corporation	TransDigm Group Incorporated
HEICO Corporation	Triumph Group, Inc.
Hexcel Corporation	Woodward, Inc.
IDEX Corporation	

Direct Compensation and Components of the Executive Compensation Program

Base Salary

Both the Executive Compensation Committee and the Company use Korn Ferry's Job Evaluation methodology for professional roles, including its NEOs. The Korn Ferry's Job Evaluation methodology is an analytical, factor-based scheme that measures the relative importance of jobs by assigning them points within an organization. Each NEO has an evaluation score that is used to benchmark compensation. Korn Ferry provides annual peer-company salary data, as well as data from their wider executive compensation survey. This information provides the basis for determining a competitive base salary for each position. NEOs' base salaries are reviewed annually, and adjustments are based on a comparison with market benchmarks, time in position and individual job performance.

Short Term Incentive (STI)

The Company's senior managers and executives consist of approximately 400 individuals. This entire group, including the NEOs, participates in the STI plan in which cash and stock bonus payouts each year are a function of the year-over-year percentage growth in the Company's EPS and FCF conversion. Any payout depends entirely on these two elements. The two elements operate independently of each other and there are no individual performance incentives in the formula. The STI bonus is typically paid in a ratio of 2:1 cash bonus to stock bonus award in the form of Class B shares.

The Company uses these two metrics to underscore the importance of collaboration at all levels of leadership. The Company supplies products to a diverse array of customers in a variety of global markets. The common thread is that the technology used in our high-performance precision control and fluid flow systems and our other key technical resources are transferable from one segment to another in response to fluctuating customer demands. Having our senior leadership focus on "what's good for the Company" has been an important factor in the Company's performance. For a detailed explanation of the STI calculation method, refer to the Short Term Incentive (STI) section under [The Process Used to Determine Compensation](#), beginning on page 19.

Long Term Incentive (LTI)

Moog Inc. 2014 Long Term Incentive Plan

In January 2015, the 2014 LTI Plan was approved by shareholders, providing for the grant of awards covering 2,000,000 Class A or Class B shares of stock. The 2014 LTI Plan was implemented to provide a more flexible framework that permits the development and implementation of a variety of stock-based incentives, which enable the Company to base awards on key performance metrics, as well as to further align our LTI compensation with our peers and shareholder interests.

The LTI awards granted in fiscal 2021 continued to consist of SARs, aligning awards to share price increases over the medium to long term, along with PSUs to provide an equity compensation element that is linked to key performance indicators. The number of PSUs that will vest depends on growth and profitability performance, which will be measured at the end of a three-year performance period. Beginning in fiscal 2021, the LTI awards granted also included TVAs to introduce some balance to the Company's LTI mix. The TVA grant is a cash-denominated time-vested award that may be settled in cash or a number of shares of stock based upon the current stock price at vesting. It is intended that TVAs will be settled to Class B shares upon vesting.

All SARs and PSUs granted in fiscal 2021 were issued in underlying Class B shares.

The number of annual SARs, PSUs and TVAs awarded was determined utilizing Korn Ferry peer company survey data as part of the analysis. Individual performance is not used to determine the number of awards.

Moog Inc. 2008 Stock Appreciation Rights Plan (2008 SAR Plan)

Issuances of new awards under the 2008 SAR Plan terminated on January 7, 2015 following shareholder approval of the 2014 LTI Plan. The 2008 SAR Plan covers outstanding SARs, which confer a benefit based on appreciation in value of Class A shares and are settled in the form of Class A shares.

Other Benefits and Perquisites

Retirement Programs

The Company believes retirement plans are a key element in attracting and retaining employees at all levels of the organization. The Company maintains both defined benefit and defined contribution plans directly in the U.S. and via various subsidiaries outside the U.S. Employees hired in the U.S. after January 1, 2008 are covered under a defined contribution plan. Each NEO, excluding Mr. Roche, participates in the U.S. defined benefit retirement plan and all participate in either a defined benefit or defined contribution supplemental plan. Mr. Roche also participates in an Irish defined benefit plan. These plans are described in more detail along with officers' other pension benefits in the sections under [Pension Benefits](#) beginning on page 31. The value of pension benefits for each NEO can be found in the 2021 [Pension Benefits Table](#) on page 33.

Medical Coverage

The NEOs participate in the same health insurance programs available to all employees. In addition, our executive officers have coverage under an enhanced medical insurance policy that generally covers all unpaid healthcare expenses deductible under IRS guidelines in the U.S. or receive equivalent expense reimbursements outside the U.S.. This supplemental coverage plan was established in accordance with industry practice for senior executives. We believe that conforming in this way to industry standards aids in executive retention.

Vacation, Disability and Group Life Insurance

NEOs participate in the same vacation, disability and life insurance programs as all other Moog employees. Life insurance coverage for employees is based upon a multiple of salary, with the multiple for the NEOs generally being two and a half times annual salary.

Termination Benefits

NEOs and other members of executive management are provided termination benefit agreements that are triggered under certain circumstances, including upon a termination of employment in connection with a change in control. Under these agreements, executive officers receive salary continuance for up to three years based upon length of service; STI on a prorated basis in the year of termination; outplacement services; and medical coverage, life and disability benefits and club dues for one year. These agreements are designed to retain executives and provide continuity of management in the event of a change in control. The Company believes that these severance and change in control benefits are required to attract and retain executive talent in a marketplace where such benefits are commonly offered. For additional information, refer to the section on [Potential Payments Upon Termination or Change in Control](#) beginning on page 34.

Other Benefits

The Company reimburses fees for membership in certain private clubs so that the Company's executives have these facilities available for entertaining customers, conducting Company business and fulfilling community responsibilities.

Competitive Analysis of Total Direct Compensation

The following table compares the compensation of the Company's fiscal 2021 NEOs to those of executives in comparable positions and is aligned to information, amongst other considerations, used by the Executive Compensation Committee when determining NEO compensation. The analysis is based upon fiscal 2021 base salary, a pro-forma STI value reflective of average awards over the last five years for the positions listed and fiscal 2021 grant date LTI values. The numbers below are based upon the foreign exchange rate and estimated STI rolling average at the time the Executive Compensation Committee completed its review and, unless otherwise indicated, represent thousands of dollars.

Name & Principal Position	Base Salary			Total Cash Compensation ⁽¹⁾			Total Direct Compensation ⁽²⁾		
	Moog	Market Median	Ratio	Moog	Market Median	Ratio	Moog	Market Median	Ratio
John R. Scannell Chief Executive Officer; Chairman of the Board; and Director	\$ 1,012	\$ 1,047	97 %	\$ 1,607	\$ 2,043	79 %	\$ 3,357	\$ 5,472	61 %
Jennifer Walter Vice President; Chief Financial Officer	\$ 523	\$ 599	87 %	\$ 783	\$ 969	81 %	\$ 1,313	\$ 1,864	70 %
Mark J. Trabert Vice President; President, Aircraft Controls	\$ 500	\$ 545	92 %	\$ 749	\$ 782	96 %	\$ 1,059	\$ 1,170	91 %
Maureen M. Athoe Vice President; President, Space and Defense	\$ 475	\$ 545	87 %	\$ 712	\$ 782	91 %	\$ 1,022	\$ 1,170	87 %
Patrick J. Roche Vice President; President, Industrial Systems ⁽³⁾	\$ 507	\$ 545	93 %	\$ 760	\$ 782	97 %	\$ 1,070	\$ 1,170	91 %

- (1) The Total Cash Compensation ("TCC") column shows the fiscal year base salary plus a pro-forma STI. The STI amount included in this column equals the rolling five (5) year average STI percentage of base salary applicable to the NEO's current position times the fiscal year base salary. The STI amount includes cash and stock that would be paid under the STI plan for purposes of the executive compensation competitive analysis. The stock portion of any STI bonus is disclosed within the Stock Awards column of the [Summary Compensation Table](#), reported on page 23.
- (2) The Total Direct Compensation ("TDC") column includes the LTI grant date fair market value of SARs, PSUs and TVAs awarded in fiscal 2021. The overall TDC figure is the TCC plus the LTI amount.
- (3) As announced on November 16, 2021, Mr. Roche was promoted from Vice President and President, Industrial Systems to Executive Vice President and Chief Operating Officer, effective December 1, 2021.

The table above is aligned to the data used by the Executive Compensation Committee of the Board, which relies on the following considerations:

- The CEO and CFO market data for base salary, TCC and TDC is a 50/50 mix of Moog's peer group and data from the Korn Ferry General Market Executive Compensation Report. For the other NEOs, it is drawn from the Korn Ferry survey data only. This approach widens the number of companies used for comparative purposes, thereby reducing the impact that individual changes within the peer group may have.
- Where peer group data is used, it has been taken on a like-for-like basis. The CEO and CFO are matched to equivalent peer company roles. For the Korn Ferry survey, like-for-like data is used with equivalent roles (CEO, CFO, Division Head). The survey data also uses Korn Ferry proprietary job evaluation system scores as a further means of ensuring the comparisons are accurate.
- Rather than comparing the value of the individual elements of compensation to market, the cumulative position is shown, so that the competitiveness of each element can be seen as they are combined.

The Process Used to Determine Compensation

Base Salary

The process for setting annual base salaries is one whereby the CEO makes recommendations for all other officers' merit-based salary increases and, occasionally, base salary adjustments needed to position an executive officer appropriately against market benchmarks. The Executive Compensation Committee approves or adjusts those recommendations for a final determination and determines the base salary adjustment for the CEO. As part of this process, the CEO prepares a performance appraisal for each executive officer, including himself, which is reviewed in detail by the Executive Compensation Committee. These performance appraisals take into consideration:

- the outcomes achieved by the business unit or functional area for which the officer is responsible;
- the conduct and contribution of the officer and the organization he/she manages in achieving overall Company results; and
- the officer's achievements in developing organizational strength for the future.

In developing his recommendations for base salary increases and adjustments for the calendar year for the NEOs, other than himself, in 2021, the CEO was also guided by the pay increase made across other Moog sites worldwide. During fiscal 2021, Messrs. Scannell, Trabert and Roche received an increase to base salary of 3% and Mses. Walter and Athoe received an increase to base salary of 6%.

Short Term Incentive (STI)

Annual bonuses paid to senior executives are developed in accordance with the STI plan introduced in fiscal 2016. For the approximately 400 participants within this group, payments under the STI plan are paid based on growth in EPS and FCF conversion. "On target" performance would be EPS growth of 10% and FCF conversion of 100%.

The bonus amount payable to each participant is determined by multiplying the participant's base salary by the sum of the following: (i) the product of the percentage growth in EPS for the fiscal year and a multiplier based on the participant's position; plus (ii) the product of actual FCF conversion for the fiscal year and a multiplier based on the participant's position, as expressed in the following formula:

$$\text{Base Salary} \times [(\% \text{ Increase in EPS} \times \text{EPS Growth Multiplier}) + (\text{Actual \% FCF conversion} \times \text{FCF Multiplier})] = \text{Total Bonus}$$

There are multiple levels used within the STI plan for each performance multiplier, which vary based on a participant's responsibilities.

During fiscal 2021, the NEOs, other than the CEO, were eligible to receive a bonus that is equal to the participant's base salary at year end multiplied by the sum of (i) the percentage improvement in EPS times a factor of 3.375 and (ii) the FCF conversion achieved multiplied by 0.1125. For the CEO, the same calculation was used but with multipliers of 4.5 for EPS improvement and 0.15 for FCF conversion. The multipliers are used to achieve bonus payments, which in years of strong earnings growth and FCF conversion are somewhat comparable to the bonus plans for executives in other companies in the peer group identified by Korn Ferry.

Payments under the STI plan are subject to an annual cap based on a percentage of base salary and are established at the same time the plan year multipliers are set. The fiscal 2021 cap was 120% for the CEO and 75% for all other NEOs.

For fiscal 2021, the CEO received an STI payment of 80% of base salary, while other NEOs received an STI payment of 50% of base salary. These payments were made below the amount that would ordinarily have been paid under the STI plan at the determination of the Executive Compensation Committee and were paid in cash.

The Company's EPS increase, FCF conversion and NEO bonus history over the last three years is as follows:

Year	EPS Increase %	FCF %	NEO / CEO Bonus %
2021	55.6%	105%	50.00% / 80.00% ⁽¹⁾
2020	0.0%	2,066%	45.00% / 60.00% ⁽²⁾
2019	90.7%	35%	44.30% ⁽³⁾

(1) Fiscal 2021 payment was made all in cash at two-thirds of the capped payout level that would have otherwise been paid under the plan formula. This adjustment was made at the determination of the Executive Compensation Committee due to the continued impacts of the COVID-19 pandemic.

(2) Fiscal 2020 payment was made at on-target payout level at the discretion of the Company given the wider context of the pandemic; formula under the plan would have resulted in a larger payment.

(3) Fiscal 2019 payment level was the same for the NEOs and the CEO.

Long Term Incentive (LTI)

The Company believes that stock ownership on the part of executive officers serves to align the leadership of the Company with the interest of shareholders. The Board has appointed the Executive Compensation Committee to administer all components of executive compensation, including equity-based compensation plans. These responsibilities include the authority to construe and interpret the terms of the plans and awards granted under them, as well as the authority to determine the persons eligible to receive awards, when each award will be granted and the terms of each award, including the award amounts granted. No awards may be re-priced in accordance with the terms of the Company's outstanding plans.

During fiscal 2021, the CEO was awarded 25,130 SARs, 7,949 PSUs and \$583,334 in TVAs. The CFO was awarded 7,611 SARs, 2,408 PSUs and \$176,666 in TVAs. All other NEOs were awarded 4,452 SARs, 1,408 PSUs and \$103,334 in TVAs.

These awards were granted under the 2014 LTI Plan and, in respect to the SARs and PSUs, were issued in underlying Class B shares. The SARs and TVAs each vest ratably over a three-year period. The PSUs will vest at the end of a three-year performance period and the number of PSUs earned will be determined based upon the level of performance achieved against two performance criteria. PSUs have the potential to be earned between zero and two times the number of target units awarded.

The Executive Compensation Committee has not used a formulaic approach, but in years when performance is considered adequate, the Executive Compensation Committee has invited the CEO to make recommendations for LTI awards for all executive officers other than himself. These recommendations were either approved or adjusted by the Executive Compensation Committee. With regard to the CEO, SAR, PSU and TVA awards were determined by the Executive Compensation Committee. A total of 90,304 SARs, 28,442 PSUs and \$2,085,836 TVAs were awarded to all eligible executives in fiscal 2021.

A SAR award contains such terms and conditions as determined by the Executive Compensation Committee, subject to the terms of the 2014 LTI Plan, including the date on which the SARs become exercisable and the expiration date of the SARs. The exercise price of a SAR on Class B shares will be equal to the fair market value of one Class B share on the grant date as defined in the 2014 LTI Plan.

SARs vest and become exercisable pursuant to the terms and conditions outlined in each participant's award agreement, as determined by the Executive Compensation Committee. Except as described in [Potential Payments upon Termination or Change in Control](#) beginning on page 34, SARs do not become exercisable earlier than the first anniversary of the date of grant, and vested SAR awards will be exercisable by participants only until the tenth anniversary of the date of grant. The total number of shares of Moog stock subject to SARs that may be awarded to any one employee during any fiscal year of the Company may not exceed 100,000 shares.

A PSU award contains such terms and conditions as determined by the Executive Compensation Committee, subject to the terms of the 2014 LTI Plan, including the dates on which the PSUs vest and settle, the performance criteria which the awards are based on and the way in which awards will be linked to performance targets. The fair market value realized upon settlement of earned PSUs is defined in the same manner as described above for SARs.

PSUs vest and settle pursuant to the terms and conditions outlined in each participant's award agreement, as determined by the Executive Compensation Committee. Except as described in [Potential Payments upon Termination or Change in Control](#) beginning on page 34, PSUs do not vest earlier than the end of the three-year performance period, at which time they vest in accordance with the level of performance attained upon certification by the Executive Compensation Committee. The total number of shares of Moog stock subject to PSUs that may be awarded to any one employee during any fiscal year of the Company may not exceed 100,000 shares. For the fiscal 2021 grant, the performance measures used for PSUs were total sales growth and operating margin target. The Company does not publicly disclose the specific performance target levels as they constitute highly confidential information that would result in competitive harm. The targets approved by the Executive Compensation Committee and the Board are rigorous and challenging and were set sufficiently high enough to be difficult, but not unattainable, to achieve.

A TVA award contains such terms and conditions as determined by the Executive Compensation Committee, subject to the terms of the 2014 LTI Plan, including the dates on which the TVAs vest and settle and whether the TVAs will be settled in the form of cash or a number of Class B shares, determined using the the current stock price upon settlement. For TVAs settled in Class B shares, the fair market value realized upon settlement of vested TVAs is defined in the same manner as described above for SARs and PSUs.

TVAs vest and settle pursuant to the terms and conditions outlined in each participant's award agreement, as determined by the Executive Compensation Committee. Except as described in [Potential Payments upon Termination or Change in Control](#) beginning on page 34, TVAs do not vest earlier than the first anniversary of the date of grant. Each vested fixed dollar tranche of a TVA will settle in Class B shares using the fair market value, as defined in the 2014 LTI Plan, of the Class B shares on the date of vesting of such tranche. While it is intended that TVAs will be settled in Class B shares, the Company reserves the right, at its discretion, to settle vested amounts in cash rather than issue shares.

The Executive Compensation Committee, in collaboration with the CEO, selected a pattern of award distributions where all officers except the CEO and CFO were awarded the same number of SARs, PSUs and TVAs. Korn Ferry analysis indicates that the value of the Company's awards in SARs, PSUs and TVAs is below the median of peer companies.

The Executive Compensation Committee remains mindful of the relationship between the number of stock-based compensation awards granted and the shares outstanding. As of fiscal 2021 year-end, the shares related to the Company's outstanding awards were less than 1% of the total outstanding shares.

Risk Review

In formulating and evaluating the Company's executive compensation program, the Executive Compensation Committee considers whether the program promotes excessive risk-taking. The Executive Compensation Committee believes the components of the Company's executive compensation program:

- Provide an appropriate mix of fixed and variable pay;
- Balance short-term operational performance with long-term increases in shareholder value;
- Reinforce a performance-oriented environment; and
- Encourage recruitment and retention of key executives.

The Executive Compensation Committee of the Board has followed substantially consistent practices over the years and the members of the Executive Compensation Committee have not seen any evidence that our compensation programs create risks that are reasonably likely to have a material adverse effect on our Company. The Executive Compensation Committee believes the leadership of the Company is not provided with incentives which would result in leadership taking unreasonable risks in order to achieve short-term results at the expense of the long-term health and welfare of the shareholders' investment. Additional policies are in place to further reduce the likelihood of excessive risk-taking, such as the insider trading policy, which prohibits key insiders, including officers, from engaging in short sales or hedging transactions involving the Company's securities.

Tax and Accounting Implications of Compensation

Section 162(m) of the Internal Revenue Code limits the deductibility of compensation to \$1 million per year for certain executive officers. While the Executive Compensation Committee considers tax and accounting implications as factors when considering executive compensation, they are not the only factors considered. Other important considerations may outweigh tax and accounting considerations. As such, the Executive Compensation Committee reserves the right to establish compensation arrangements that may not be fully tax deductible by the Company under applicable tax laws. For fiscal 2021, Mr. Scannell's compensation exceeded the limitation under Section 162(m) of the Internal Revenue Code.

The Executive Compensation Committee Report

The Executive Compensation Committee of the Board has reviewed and discussed this CD&A with the Company's management. Based on this review and these discussions with management, the Executive Compensation Committee recommended to the Board that the CD&A be included in this Proxy Statement.

Executive Compensation Committee Members:

William G. Gisel, Jr., Chair
Peter J. Gundermann

R. Bradley Lawrence
Brian J. Lipke

COMPENSATION OF EXECUTIVE OFFICERS

Distinguishing "Awarded" Pay from "Reported" Pay in 2021

In reviewing our executive compensation, it is important to distinguish the reported compensation provided to our named executives in fiscal 2021 from the compensation that was actually awarded to our NEOs in fiscal 2021. We have provided the following additional compensation table in order to remove the volatility related to the effects of changes in actuarial assumptions on the value of the NEOs' pension benefits as required to be disclosed in the Summary Compensation Table. This table is not a substitute for the 2021 [Summary Compensation Table](#), which appears on page 23.

The table below shows the compensation awarded to each of our NEOs for fiscal 2021. This table includes:

- Salaries paid during fiscal 2021;
- SARs, PSUs and TVAs awarded in fiscal 2021 under the LTI;
- Non-equity incentive compensation paid in cash earned for fiscal 2021 under the STI; and
- All other compensation.

Name and Principal Position	Year ⁽¹⁾	Salary ⁽²⁾ (\$)	Bonus (\$)	Stock Awards ⁽³⁾ (\$)	Option Awards ⁽⁴⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽⁵⁾ (\$)	All Other Compensation ⁽⁶⁾ (\$)	Total (\$)
John R. Scannell Chief Executive Officer; Chairman of the Board; and Director	2021	\$ 1,011,925	\$ —	\$ 1,166,711	\$ 583,499	\$ 815,476	\$ 82,723	\$ 3,660,334
	2020	982,457	—	948,048	750,022	395,866	69,114	3,145,507
	2019	951,595	—	741,980	600,151	283,735	67,848	2,645,309
Jennifer Walter Vice President; Chief Financial Officer	2021	\$ 522,504	\$ —	\$ 353,389	\$ 176,721	\$ 265,002	\$ 32,646	\$ 1,350,262
	2020	463,755	—	318,844	250,007	137,501	27,768	1,197,875
	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Mark J. Trabert Vice President; President, Aircraft Controls	2021	\$ 500,271	\$ —	\$ 206,667	\$ 103,372	\$ 251,971	\$ 246,056	\$ 1,308,337
	2020	485,696	—	223,472	150,009	146,777	255,069	1,261,023
	2019	451,122	—	220,257	150,054	140,270	220,491	1,182,194
Maureen M. Athoe Vice President; President, Space and Defense	2021	\$ 475,036	\$ —	\$ 206,667	\$ 103,372	\$ 240,926	\$ 238,445	\$ 1,264,446
	2020	451,272	—	218,278	150,009	136,375	227,280	1,183,214
	2019	437,091	—	215,222	150,054	130,326	205,767	1,138,460
Patrick J. Roche Vice President; President, Industrial Systems ⁽⁷⁾	2021	\$ 505,085	\$ —	\$ 206,667	\$ 103,372	\$ 254,395	\$ 18,681	\$ 1,088,200
	2020	459,486	—	222,346	150,009	144,424	19,005	995,270
	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a

- (1) The years reported are the Company's fiscal years ended October 2, 2021, October 3, 2020 and September 28, 2019.
- (2) Includes amounts, if any, deferred at the direction of the executive officer pursuant to the Company's 401(k) Plan.
- (3) This column shows the aggregate grant date fair value computed in accordance with ASC 718 for the PSUs granted under the LTI for the fiscal years reported, the fixed dollar amount of TVAs granted under the LTI for fiscal year 2021 and the stock awards payable as part of the STI for fiscal 2020 and 2019. With respect to the PSUs, this value is based on the fair value of the equity-based award multiplied by the number of securities underlying the target PSUs and represents the amount that the Company expects to expense for accounting purposes over the award's vesting schedule. With respect to the LTI awards, the amounts do not reflect the actual amounts that may be realized by the executive officers. A discussion of the assumptions used in calculating these values may be found in Note 18 - Equity-Based Compensation to the audited financial statements in Moog's Annual Report on Form 10-K for the fiscal year ended October 2, 2021.
- (4) This column shows the aggregate grant date fair value computed in accordance with ASC 718 for SAR awards granted under the LTI for fiscal years reported. The amount is based on the fair value of the equity-based award as determined using the Black-Scholes option-pricing model multiplied by the number of securities underlying the SAR awards. The amounts do not reflect the actual amounts that may be realized by the executive officers. A discussion of the assumptions used in calculating these values may be found in Note 18 - Equity-Based Compensation to the audited financial statements in Moog's Annual Report on Form 10-K for the fiscal year ended October 2, 2021.
- (5) This column shows the cash portion of the STI plan compensation as described in [The Process Used to Determine Compensation](#) beginning on page 19 for the fiscal years reported. Includes amounts, if any, deferred at the direction of the executive officer pursuant to the Company's 401(k) Plan.
- (6) The table on page 24 shows the components of this column, which generally include group life and executive insurance premiums, Company contributions to the Company's defined contribution plans and other perquisites. The amounts represent the amount paid by, or the incremental cost to, the Company.
- (7) As announced on November 16, 2021, Mr. Roche was promoted from Vice President and President, Industrial Systems to Executive Vice President and Chief Operating Officer, effective December 1, 2021.

2021 Summary Compensation Table

The table below presents dollar amounts computed as required under SEC rules.

The amounts shown for equity-based awards reflect the aggregate grant date fair value. These amounts do not reflect the current or prospective value of these awards to the executive.

The amounts shown under the column “Change in Pension Value and Non-Qualified Deferred Compensation Earnings” reflect the change in the actuarial present value of each NEO’s retirement benefits and any above market or preferential earnings under the DC SERP (as defined below). The pension values for fiscal 2021 reflect the impact of changes in interest rates on actuarial present value calculations, years of credited service and changes in compensation levels.

Name and Principal Position	Year ⁽¹⁾	Salary ⁽²⁾	Bonus (\$)	Stock Awards ⁽³⁾ (\$)	Option Awards ⁽⁴⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽⁵⁾ (\$)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ⁽⁶⁾ (\$)	All Other Compensation ⁽⁸⁾ (\$)	Total (\$)
John R. Scannell	2021	\$ 1,011,925	\$ —	\$ 1,166,711	\$ 583,499	\$ 815,476	\$ 1,736,762	\$ 82,723	\$ 5,397,096
Chief Executive Officer; Chairman of the Board; and Director	2020	982,457	—	948,048	750,022	395,866	2,011,729	69,114	5,157,236
	2019	951,595	—	741,980	600,151	283,735	3,094,648	67,848	5,739,957
Jennifer Walter	2021	\$ 522,504	\$ —	\$ 353,389	\$ 176,721	\$ 265,002	\$ 74,478	\$ 32,646	\$ 1,424,740
Vice President; Chief Financial Officer	2020	463,755	—	318,844	250,007	137,501	141,111	27,768	1,338,986
	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Mark J. Trabert	2021	\$ 500,271	\$ —	\$ 206,667	\$ 103,372	\$ 251,971	\$ 125,367	\$ 246,056	\$ 1,433,704
Vice President; President, Aircraft Controls	2020	485,696	—	223,472	150,009	146,777	259,237	255,069	1,520,260
	2019	451,122	—	220,257	150,054	140,270	253,904	220,491	1,436,098
Maureen M. Athoe	2021	\$ 475,036	\$ —	\$ 206,667	\$ 103,372	\$ 240,926	\$ 122,927	\$ 238,445	\$ 1,387,373
Vice President; President, Space and Defense	2020	451,272	—	218,278	150,009	136,375	228,524	227,280	1,411,738
	2019	437,091	—	215,222	150,054	130,326	292,871	205,767	1,431,331
Patrick J. Roche	2021	\$ 505,085	\$ —	\$ 206,667	\$ 103,372	\$ 254,395	\$ 171,088	\$ 18,681	\$ 1,259,288
Vice President; President, Industrial Systems ⁽⁷⁾	2020	459,486	—	222,346	150,009	144,424	1,090,381	19,005	2,085,651
	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

- (1) The years reported are the Company’s fiscal years ended October 2, 2021, October 3, 2020 and September 28, 2019.
- (2) Includes amounts, if any, deferred at the direction of the executive officer pursuant to the Company’s 401(k) Plan.
- (3) This column shows the aggregate grant date fair value computed in accordance with ASC 718 for the PSUs granted under the LTI for the fiscal years reported, the fixed dollar amount of TVAs granted under the LTI for fiscal year 2021 and the stock awards payable as part of the STI for fiscal 2020 and 2019. With respect to the PSUs, this value is based on the fair value of the equity-based award multiplied by the number of securities underlying the target PSUs and represents the amount that the Company expects to expense for accounting purposes over the award’s vesting schedule. With respect to the LTI awards, the amounts do not reflect the actual amounts that may be realized by the executive officers. A discussion of the assumptions used in calculating these values may be found in Note 18 - Equity-Based Compensation to the audited financial statements in Moog’s Annual Report on Form 10-K for the fiscal year ended October 2, 2021.
- (4) This column shows the aggregate grant date fair value computed in accordance with ASC 718 for SAR awards granted under the LTI for fiscal years reported. The amount is based on the fair value of the equity-based award as determined using the Black-Scholes option-pricing model multiplied by the number of securities underlying the SAR awards. The amounts do not reflect the actual amounts that may be realized by the executive officers. A discussion of the assumptions used in calculating these values may be found in Note 18 - Equity-Based Compensation to the audited financial statements in Moog’s Annual Report on Form 10-K for the fiscal year ended October 2, 2021.
- (5) This column shows the cash portion of the STI plan compensation as described in [The Process Used to Determine Compensation](#) beginning on page 19 for the fiscal years reported. Includes amounts, if any, deferred at the direction of the executive officer pursuant to the Company’s 401(k) Plan.

- (6) The aggregate change in actuarial present value is determined using mortality rates, interest rate and other assumptions consistent with those used in our financial statements. The amounts in this column represent the aggregate change in the actuarial present value of the officer's accumulated retirement benefits under the Moog Inc. Employee Retirement Plan ("ERP") and the Moog Inc. Plan to Equalize Retirement Income and Supplemental Retirement Plan ("PERI-SERP") and above-market or preferential earnings under the Moog Inc. Defined Contribution Supplemental Executive Retirement Plan ("DC SERP"). For additional information, refer to the [Pension Benefits Table](#) on page 33 and the table for [Non-Qualified Deferred Compensation](#) on page 34.
- (7) As announced on November 16, 2021, Mr. Roche was promoted from Vice President and President, Industrial Systems to Executive Vice President and Chief Operating Officer, effective December 1, 2021.
- (8) The table below shows the components of this column, which generally include group life and executive insurance premiums, Company contributions to the Company's defined contribution plans, including under the DC SERP and other perquisites. The amounts represent the amount paid by, or the incremental cost to, the Company.

Name	Year	Group Life Insurance Premium	Executive Medical Premiums & Reimbursements	Executive Disability Premiums	Company Contributions - Defined Contribution Plan(s) ⁽¹⁾	Cash Paid In-Lieu of Vacation	Miscellaneous Compensation ⁽²⁾
John R. Scannell	2021	\$ 6,163	\$ 5,186	\$ 2,377	\$ 1,487	\$ 59,352	\$ 8,158
Jennifer Walter	2021	3,106	5,336	2,377	2,260	18,685	882
Mark J. Trabert	2021	3,047	5,186	2,377	201,533	24,550	9,363
Maureen M. Athoe	2021	2,893	5,261	2,377	191,298	35,727	889
Patrick J. Roche	2021	—	10,042	—	—	—	8,639

- (1) The amounts include Company contributions to the Company's defined contribution plan for each NEO and, for Mr. Trabert, and Ms. Athoe include Company contributions to the DC SERP.
- (2) Miscellaneous Compensation principally consists of perquisites such as club dues and auto expenses.

2021 Grants of Plan-Based Awards

The following table summarizes the grants of plan-based awards made to the NEOs in the Summary Compensation Table during the fiscal year ended October 2, 2021. All non-cash settled awards that were granted in fiscal 2021 were issued underlying Class B shares.

Name & Type of Award	Grant Date ⁽¹⁾	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽⁴⁾			All Other Stock Awards: Number of Shares of Stock or Units ⁽⁵⁾	All Other Option Awards: Number of Securities Underlying Options ⁽⁶⁾	Exercise or Base Price of Option Awards ⁽⁷⁾	Grant Date Fair Value of Stock and Option Awards ⁽⁸⁾
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)(#)	Target (\$)(#)	Maximum (\$)(#)				
John R. Scannell											
STI ⁽²⁾	N/A	\$ —	\$ 407,738	\$ 815,476	\$ —	\$ 203,870	\$ 407,739	\$ —	—	\$ —	\$ —
PSU ⁽³⁾	11/17/2020	—	—	—	—	7,949	15,898	—	—	—	583,377
SAR	11/17/2020	—	—	—	—	—	—	—	25,130	73.39	583,499
TVA	11/17/2020	—	—	—	—	—	—	583,334	—	—	583,334
Jennifer Walter											
STI ⁽²⁾	N/A	\$ —	\$ 159,001	\$ 265,002	\$ —	\$ 79,501	\$ 132,502	\$ —	—	\$ —	\$ —
PSU ⁽³⁾	11/17/2020	—	—	—	—	2,408	4,816	—	—	—	176,723
SAR	11/17/2020	—	—	—	—	—	—	—	7,611	73.39	176,721
TVA	11/17/2020	—	—	—	—	—	—	176,666	—	—	176,666
Mark J. Trabert											
STI ⁽²⁾	N/A	\$ —	\$ 151,183	\$ 251,971	\$ —	\$ 75,592	\$ 125,986	\$ —	—	\$ —	\$ —
PSU ⁽³⁾	11/17/2020	—	—	—	—	1,408	2,816	—	—	—	103,333
SAR	11/17/2020	—	—	—	—	—	—	—	4,452	73.39	103,372
TVA	11/17/2020	—	—	—	—	—	—	103,334	—	—	103,334
Maureen M. Athoe											
STI ⁽²⁾	N/A	\$ —	\$ 144,556	\$ 240,926	\$ —	\$ 72,278	\$ 120,464	\$ —	—	\$ —	\$ —
PSU ⁽³⁾	11/17/2020	—	—	—	—	1,408	2,816	—	—	—	103,333
SAR	11/17/2020	—	—	—	—	—	—	—	4,452	73.39	103,372
TVA	11/17/2020	—	—	—	—	—	—	103,334	—	—	103,334
Patrick J. Roche											
STI	N/A	\$ —	\$ 152,637	\$ 254,395	\$ —	\$ 76,319	\$ 127,198	\$ —	—	\$ —	\$ —
PSU	11/17/2020	—	—	—	—	1,408	2,816	—	—	—	103,333
SAR	11/17/2020	—	—	—	—	—	—	—	4,452	73.39	103,372
TVA	11/17/2020	—	—	—	—	—	—	103,334	—	—	103,334

- (1) The grant date is the date the Board ratifies the Executive Compensation Committee's approval of the awards.
- (2) Actual amounts paid in cash under the STI plan in fiscal 2021 are reflected in the Non-Equity Incentive Plan Compensation column of the [Summary Compensation Table](#) on page 23. No stock was paid under the STI plan for fiscal 2021. The amounts shown for the maximum possible payouts under the Non-Equity Incentive Plan Awards represent the cap that payments are subject to under the STI plan, as described in [The Process Used to Determine Compensation](#) beginning on page 19.
- (3) The NEOs were granted PSUs in fiscal 2021 that could settle in Class B shares at the end of the three-year performance period based on two equally-weighted performance criteria. Each criterion has a specified threshold, target and maximum performance payout levels such that performance below threshold results in no PSUs being earned, performance at target results in 50% of the PSUs being earned and performance at maximum results in 100% of the PSUs being earned. Proportional adjustment(s) will be applied for performance falling between threshold and target or target and maximum payout. The NEOs may receive between 0% and 200% of the target number of PSUs granted at the end of the performance period based upon the combined performance criteria.
- (4) The amounts shown for STI represents the dollar value of the estimated payout in stock. No stock was paid under the STI plan for fiscal 2021. The amounts shown for PSU represents the number of shares estimated for payout.

- (5) The dollar amount shown in this column represents the fixed dollar value of a TVA granted to each NEO during fiscal 2021. Pursuant to the terms of the award agreements, each TVA vests in equal fixed dollar tranches over a three year period beginning one year after the date of grant. Each vested fixed dollar tranche of a TVA will settle in Class B shares using the "fair market value" (as defined in the 2014 LTI Plan) of the Class B shares on the date of vesting of such tranche. The Company reserves the right, at its discretion, to settle vested amounts in cash rather than shares.
- (6) The amounts shown for SAR awards represent the number of SARs granted to each NEO during fiscal 2021. SARs were granted for Class B shares and vest in equal increments over three years.
- (7) The exercise price of a SAR on Class B shares will be equal to the fair market value of one Class B stock share as defined in the 2014 LTI Plan.
- (8) This column shows the aggregate grant date fair value computed in accordance with ASC 718. For SAR awards, the amount is based on the fair value of the equity-based award as determined using the Black-Scholes option-pricing model multiplied by the number of securities underlying the SAR awards. For PSUs, the actual value of units received will depend on the Company's performance and market value of common stock at the time of settlement. The grant date fair value is based on the fair value of the equity-based award multiplied by the number of securities underlying the target PSUs. This represents the amount that the Company expects to expense for accounting purposes over the award's vesting schedule. For TVAs, the amount represents the fixed dollar amount of the award at the time of grant. The amounts do not reflect the actual amounts that may be realized by the executive officers. Assumptions made in the calculations of these amounts may be found in Note 18 - Equity-Based Compensation to the audited financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2021.

Outstanding Equity Awards at 2021 Fiscal Year-End

Name	Grant Date	Common Stock	Option Awards ⁽¹⁾				Stock Awards ⁽²⁾			
			Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested ⁽³⁾ (\$)	Market Value of Shares or Units That Have Not Vested ⁽⁴⁾ (\$)	Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Market Value or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ⁽⁵⁾ (\$)
John R. Scannell										
	11/30/2011	Class A	27,000	—	\$ 41.820	11/30/2021	\$ —	\$ —	—	\$ —
	11/27/2012	Class A	31,791	—	36.410	11/27/2022	—	—	—	—
	11/11/2013	Class A	15,000	—	61.690	11/11/2023	—	—	—	—
	11/11/2014	Class A	15,000	—	74.380	11/11/2024	—	—	—	—
	11/17/2015	Class A	5,000	—	63.040	11/17/2025	—	—	—	—
	11/17/2015	Class B	10,000	—	65.900	11/17/2025	—	—	—	—
	11/15/2016	Class B	20,000	—	71.648	11/15/2026	—	—	—	—
	11/14/2017	Class B	18,543	—	82.310	11/14/2027	—	—	—	—
	11/13/2018	Class B	18,633	9,316	80.190	11/13/2028	—	—	—	—
	11/12/2019	Class B	11,323	22,646	85.950	11/12/2029	—	—	—	—
	11/12/2019	Class B	—	—	—	—	—	—	8,727	673,550
	11/17/2020	Class B	—	25,130	73.390	11/17/2030	—	—	—	—
	11/17/2020	Class B	—	—	—	—	—	—	7,949	613,504
	11/17/2020	Class B	—	—	—	—	583,334	583,334	—	—
Jennifer Walter										
	11/30/2011	Class A	4,000	—	\$ 41.820	11/30/2021	\$ —	\$ —	—	\$ —
	11/27/2012	Class A	4,000	—	36.410	11/27/2022	—	—	—	—
	11/11/2013	Class A	2,000	—	61.690	11/11/2023	—	—	—	—
	11/11/2014	Class A	2,000	—	74.380	11/11/2024	—	—	—	—
	11/17/2015	Class A	667	—	63.040	11/17/2025	—	—	—	—
	11/17/2015	Class B	1,333	—	65.900	11/17/2025	—	—	—	—
	11/15/2016	Class B	2,000	—	71.648	11/15/2026	—	—	—	—
	11/14/2017	Class B	1,611	—	82.310	11/14/2027	—	—	—	—
	11/13/2018	Class B	1,161	580	80.190	11/13/2028	—	—	—	—
	11/12/2019	Class B	3,775	7,548	85.950	11/12/2029	—	—	—	—
	11/12/2019	Class B	—	—	—	—	—	—	2,909	224,517
	11/17/2020	Class B	—	7,611	73.390	11/17/2030	—	—	—	—
	11/17/2020	Class B	—	—	—	—	—	—	2,408	185,849
	11/17/2020	Class B	—	—	—	—	176,666	176,666	—	—
Mark J. Trabert										
	11/15/2016	Class B	10,000	—	\$ 71.648	11/15/2026	\$ —	\$ —	—	\$ —
	11/14/2017	Class B	6,181	—	82.310	11/14/2027	—	—	—	—
	11/13/2018	Class B	4,659	2,329	80.190	11/13/2028	—	—	—	—
	11/12/2019	Class B	2,265	4,529	85.950	11/12/2029	—	—	—	—
	11/12/2019	Class B	—	—	—	—	—	—	1,746	134,756
	11/17/2020	Class B	—	4,452	73.390	11/17/2030	—	—	—	—
	11/17/2020	Class B	—	—	—	—	—	—	1,408	108,669
	11/17/2020	Class B	—	—	—	—	103,334	103,334	—	—

Name	Grant Date	Common Stock	Option Awards ⁽¹⁾				Stock Awards ⁽²⁾				
			Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested ⁽³⁾ (\$)	Market Value of Shares or Units That Have Not Vested ⁽⁴⁾ (\$)	Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Market Value or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ⁽⁵⁾ (\$)	
Maureen M. Athoe											
	11/27/2012	Class A	4,000	—	\$ 36.410	11/27/2022	\$ —	\$ —	—	\$ —	—
	11/11/2013	Class A	2,000	—	61.690	11/11/2023	—	—	—	—	—
	11/11/2014	Class A	2,000	—	74.380	11/11/2024	—	—	—	—	—
	11/17/2015	Class A	3,333	—	63.040	11/17/2025	—	—	—	—	—
	11/17/2015	Class B	6,667	—	65.900	11/17/2025	—	—	—	—	—
	11/15/2016	Class B	10,000	—	71.648	11/15/2026	—	—	—	—	—
	11/14/2017	Class B	6,181	—	82.310	11/14/2027	—	—	—	—	—
	11/13/2018	Class B	4,659	2,329	80.190	11/13/2028	—	—	—	—	—
	11/12/2019	Class B	2,265	4,529	85.950	11/12/2029	—	—	—	—	—
	11/12/2019	Class B	—	—	—	—	—	—	1,746	134,756	—
	11/17/2020	Class B	—	4,452	73.390	11/17/2030	—	—	—	—	—
	11/17/2020	Class B	—	—	—	—	—	—	1,408	108,669	—
	11/17/2020	Class B	—	—	—	—	103,334	103,334	—	—	—
Patrick J. Roche											
	11/27/2012	Class A	12,500	—	\$ 36.410	11/27/2022	\$ —	\$ —	—	\$ —	—
	11/11/2013	Class A	10,000	—	61.690	11/11/2023	—	—	—	—	—
	11/11/2014	Class A	10,000	—	74.380	11/11/2024	—	—	—	—	—
	11/17/2015	Class A	3,333	—	63.040	11/17/2025	—	—	—	—	—
	11/17/2015	Class B	6,667	—	65.900	11/17/2025	—	—	—	—	—
	11/15/2016	Class B	10,000	—	71.648	11/15/2026	—	—	—	—	—
	11/14/2017	Class B	6,181	—	82.310	11/14/2027	—	—	—	—	—
	11/13/2018	Class B	4,659	2,329	80.190	11/13/2028	—	—	—	—	—
	11/12/2019	Class B	2,265	4,529	85.950	11/12/2029	—	—	—	—	—
	11/12/2019	Class B	—	—	—	—	—	—	1,746	134,756	—
	11/17/2020	Class B	—	4,452	73.390	11/17/2030	—	—	—	—	—
	11/17/2020	Class B	—	—	—	—	—	—	1,408	108,669	—
	11/17/2020	Class B	—	—	—	—	103,334	103,334	—	—	—

- (1) Option awards consists of SARs. The exercise price of a SAR on Class A shares will be equal to the fair market value of one Class A share as defined in either the 2008 SAR Plan or the 2014 LTI Plan. The exercise price of a SAR on Class B shares will be equal to the fair market value of one Class B share as defined in the 2014 LTI Plan. The SARs vest in tranches ratably over a three year period beginning one year after the date of grant (33% in each of the three years from the grant date) and expire ten years after the date of grant. Equity-based compensation awards are generally granted annually in November and are not re-priced or granted retroactively.
- (2) Stock awards consists of PSUs and TVAs. The PSUs vest at the end of a three year performance period from the date of grant and can vest between 0 – 200% of the target number of outstanding PSUs, subject to the achievement of the relevant performance conditions. The TVAs vest in tranches ratably over a three year period beginning one year after the date of grant (33% in each of the three years after the grant date).
- (3) The amounts in this column represent the dollar value of TVA awards outstanding as of fiscal year end. TVAs are fixed dollar amount awards, which vest in equal tranches over three years and will settle in Class B shares based upon the fair market value of the Class B shares at the time of vesting. The Company reserves the right, at its discretion, to settle vested amounts in cash rather than shares.
- (4) The amounts in this column represent the fixed dollar amount of TVAs outstanding as of fiscal year end.
- (5) The amounts in this column are the market value of the PSUs based upon the market price of the Company's Class B shares of \$77.18 on October 1, 2021.

2021 Option Exercises and Stock Vested

The following table provides information for the executive officers named in the Summary Compensation Table regarding the exercises of options and stock awards that vested during the fiscal year ended October 2, 2021.

Name	Option Awards ⁽¹⁾		Stock Awards ⁽⁵⁾	
	Number of Shares Acquired on Exercise ⁽²⁾ (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ⁽⁶⁾ (\$)
John R. Scannell	—	\$ —	2,822	\$ 217,802
Jennifer Walter ⁽³⁾	2,000	83,740	165	12,735
Mark J. Trabert	—	—	706	54,489
Maureen M. Athoe	—	—	706	54,489
Patrick J. Roche ⁽⁴⁾	12,000	618,560	706	54,489

(1) Option awards consist of SARs.

(2) For SARs that were exercised, the number of shares in this column reflects the nominal number of shares that were subject to SARs. The number of shares actually received upon exercise of SARs was lower and represented the value realized on exercise divided by the market value at the time of exercise.

(3) The following details Ms. Walter's SAR exercises in fiscal 2021:

Exercise Date	Grant Date	Type of Award	Number of Options Exercised	Exercise Price	Amount Realized
11/18/2020	11/30/2010	SAR	2,000	\$ 36.86	\$ 83,740

(4) The following details Mr. Roche's SAR exercises in fiscal 2021:

Exercise Date	Grant Date	Type of Award	Number of Options Exercised	Exercise Price	Amount Realized
05/27/2021	11/30/2011	SAR	4,000	\$ 41.82	\$ 177,520
06/02/2021	11/27/2012	SAR	8,000	36.41	441,040

(5) Stock awards consist of PSUs that vested in fiscal 2021 and settled in November 2021.

(6) Based on the closing price of the Company's common stock on the date that the stock award vested.

EQUITY COMPENSATION PLAN INFORMATION

The Company maintains the 2008 SAR Plan and the 2014 LTI Plan. Set forth below is information as of October 2, 2021 regarding equity compensation awards and the resultant shares that may be issued under those plans. As of October 2, 2021, all outstanding awards and all grants remaining available for future issuance may result in the issuance of either Class A or Class B shares.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights ⁽¹⁾	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights ⁽²⁾	Number of Options, Warrants and Rights Remaining Available for Issuance Under Equity Compensation Plans ⁽³⁾
Equity Compensation Plans Approved by Security Holders	204,325	\$ 69.37	2,488,479
Equity Compensation Plans Not Approved by Security Holders ⁽⁴⁾	—	—	—
Total	204,325	\$ 69.37	2,488,479

- (1) The number of securities to be issued upon exercise reports the number of shares calculated to be issued if all outstanding SAR awards were exercised at October 2, 2021 plus the number of outstanding target PSUs and TVAs at October 2, 2021. The number of shares issuable upon exercise of SAR awards is calculated based upon the excess of the market price on October 1, 2021 over the exercise price of the SARs.
- (2) The weighted-average exercise price does not include PSUs and TVAs.
- (3) At the fiscal 2021 year-end, the number of options, warrants and rights remaining available for future issuance under the 2014 LTI Plan were 883,111 and the Employee Stock Purchase Plan ("ESPP") were 1,605,368. There are no options, warrants and rights remaining available for issuance under the 2008 SAR Plan.
- (4) The Company has no equity compensation plans that have not been approved by security holders.

PENSION BENEFITS

U.S. Pension Benefits

The Company maintains the Moog Inc. Employees' Retirement Plan ("ERP"), a tax-qualified defined benefit retirement plan. The ERP is funded by employer contributions and currently all of the NEOs, except Mr. Roche, participate in the ERP.

Compensation used to determine the benefit accrual available to U.S. based executive officers under the qualified defined benefit plan is limited to \$285,000 for the plan year ended September 30, 2021.

The Internal Revenue Code limits the benefits that may be paid from the ERP. The Company maintains two supplemental retirement plans, the Moog Inc. Plan to Equalize Retirement Income and Supplemental Executive Retirement Plan ("PERI-SERP") and the Moog Inc. Defined Contribution Supplemental Executive Retirement Plan ("DC SERP") for certain executive officers, including the NEOs, to bridge the gap between legally mandated limits on qualified pension plan benefits and the retirement benefits offered at comparable public companies, and to provide participants with supplemental benefits. Each NEO participates in the PERI-SERP, while Mr. Trabert and Ms. Athoe also participate in the DC SERP.

While the Company formally funds the ERP, the PERI-SERP and the DC SERP are not formally funded. Rabbi Trusts, however, were established under which certain funds have been set aside to satisfy some of the obligations under the PERI-SERP and DC SERP. If the funds in the Rabbi Trusts are insufficient to pay amounts payable under the PERI-SERP and DC SERP, the Company will pay the difference.

Moog Inc. Employees' Retirement Plan

Under the ERP, benefits are generally payable monthly upon retirement to participating employees of the Company. These benefits are based upon compensation and years of service and subject to limitations imposed by the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code. The ERP is administered by a Retirement Plan Committee and covers all eligible employees with one year of service and a minimum of 1,000 hours of employment. New U.S. based employees hired on or after January 1, 2008 are not eligible to participate in the ERP. New U.S. based employees hired after that date are covered under a defined contribution plan.

Benefits payable under the ERP are determined on the basis of compensation and credited years of service. A participant's accrued benefit is equal to the sum of the participant's prior service benefit, if any, and the participant's future service benefit.

A participant is entitled to a prior service benefit if the participant was actively employed on or after January 1, 1998 (or retired as of January 1, 1998) and was employed by the Company before October 1, 1990. The prior service benefit is 1.15% of the first \$20,000 of prior service compensation, plus 1.75% of prior service compensation in excess of \$20,000, multiplied by the participant's prior service. "Prior service compensation" is the greater of (i) the participant's basic annual rate of pay on January 1, 1988, and (ii) the amount of the participant's annual rate of pay plus overtime and shift differential received in the calendar year ending December 31, 1989, not to exceed \$150,000. "Prior service" is the number of years and completed months of credited service with the Company through October 1, 1990.

A participant's future service benefit is computed separately for each year of credited service beginning with October 1, 1990, or the participant's date of hire, if later, and is equal to 1.15% of the participant's future service compensation not in excess of \$20,000, plus 1.75% of the participant's future service compensation in excess of \$20,000. In any event, after a participant is credited with 35 years of combined prior service and future service, the participant's benefit for each year of future service will be 1.75% of future service compensation. "Future service compensation" with respect to a plan year is the amount of basic annual pay, plus any overtime or shift differential, a participant receives in the calendar year ending within that plan year. The maximum dollar amount of future service compensation that may be used for ERP purposes is set by law and adjusted periodically. The maximum dollar amount is \$285,000 for the plan year ended September 30, 2021.

Any participant who entered the ERP before the 2002 plan year and retires with five years or more of service will receive a minimum pension benefit. If the participant joined the ERP before October 1, 2002 and retires at age 65 with 15 or more years of vesting service, the minimum pension benefit will be at least \$2,400 per year. If the participant joined the ERP before October 1, 2002 and retires at age 65 with between 5 and 15 years of service, the minimum pension benefit will be a prorated portion of the \$2,400 per year minimum benefit.

A participant generally may retire and begin receiving ERP benefits at normal retirement age (age 65). A participant also may retire and begin receiving plan benefits on the first day of any month coincident with or next following the participant's 55th birthday, but only if the participant has completed 15 years of vesting service. The amount of a participant's monthly ERP benefit, however, will be discounted or reduced 0.5% for each month the early retirement benefit commences before normal retirement age.

Moog Inc. Supplemental Retirement Plans

Effective August 9, 2017, the Company combined the Moog Inc. Plan to Equalize Retirement Income ("PERI") into the Moog Inc. Supplemental Retirement Plan ("DB SERP") and renamed this combined plan the Moog Inc. Plan to Equalize Retirement Income and Supplemental Retirement Plan ("PERI-SERP"). The PERI-SERP provides for supplemental retirement benefits to eligible Company officers, including the NEOs. The PERI-SERP plan document includes separate subsections that set out the rights and provisions attributable to, and maintains the benefits of, both the DB SERP and the PERI. Messrs. Scannell and Roche have accrued DB SERP benefits, while Mr. Trabert and Ms. Walter and Athoe have accrued PERI benefits under the PERI-SERP.

Assuming a participant qualifies for full benefits, the DB SERP payment upon retirement is equal to 65% of the officer's compensation, less any benefits payable under the ERP, certain benefits payable under other Company-sponsored retirement programs, and reduced further by one-half the primary Social Security benefit payable at age 65. All DB SERP benefits are assumed to be paid monthly in accordance with the plan document. DB SERP benefits payable to officers who have service with overseas subsidiaries of the Company are adjusted to account for benefits in subsidiary and national pension and social security plans. For the purposes of determining DB SERP benefits, an eligible officer's compensation generally is the sum of (i) the average of the officer's highest consecutive three-year base salary prior to retirement plus (ii) the officer's highest annual profit share/bonus for the ten fiscal years prior to retirement.

To vest in DB SERP benefits, eligible officers must generally have (i) at least 10 years of service with the Company and (ii) attained (a) age 65 or (b) age 60 with a total combined age and years of service equal to at least 90. Full DB SERP benefits are payable when the participant reaches age 65 with at least 25 years of service. Officers who became participants in the DB SERP on or before November 30, 2011 generally vest in DB SERP benefits if the officer has (i) at least ten years of service and (ii) attained (a) age 65 or (b) age 57 with total combined age and years of service equal to at least 90. Officers who became participants in the DB SERP on or before November 30, 2011 are eligible for unreduced benefits upon reaching age 57 with at least 25 years of service.

In the event of disability, or an involuntary termination or change in control after a participant has at least ten years of service with the Company, participants also become vested in DB SERP benefits. A termination where there has been an adverse change in duties, responsibilities, status, pay or perquisites without participant consent within two years of a change in control of the Company, as defined by the PERI-SERP, is deemed an involuntary termination, as is a termination where the participant's pay has been diminished or reduced to a greater extent than the other executives of the Company. In addition, if a married participant dies before commencing DB SERP benefits, the participant's surviving spouse is entitled to a spousal DB SERP benefit, which shall be payable in the form of a life annuity, if (i) the participant has at least five years of service, and (ii) the participant and his or her surviving spouse have been married for at least twelve months prior to the participant's death. In the event of the participant's involuntary termination for cause, the DB SERP benefits, whether vested or unvested, are immediately forfeited.

PERI benefits under the PERI-SERP are intended to supplement benefits provided under the ERP by providing additional benefits that would be payable under the ERP if not for the compensation limitations imposed by the IRS. A participant vests in his or her PERI benefits if the participant retires from the Company on or after reaching his or her Earlier Retirement Date or Normal Retirement Date, as those terms are defined in the ERP. In the event the participant becomes disabled, the participant will become 100% vested in his or her PERI benefit. If a married participant dies before commencing PERI benefits, the participant's surviving spouse is entitled to a spousal PERI benefit to the extent the surviving spouse is entitled to pre-retirement survivor benefits under the ERP.

The DC SERP provides supplemental retirement benefits to a select group of officers. The Company may make a company contribution on behalf of an eligible officer each pay period equal to a specified percentage of gross base salary. The Company may also make a discretionary contribution on behalf of one or more eligible officers. In addition, in the event that a participant incurs an "involuntary termination of employment" following the occurrence of a "company transaction" (as those terms are defined in the First Amendment to the DC SERP), the Company is required to make a "company transaction contribution" (as that term is defined in the First Amendment to the DC SERP) on behalf of an eligible participant. A "company transaction contribution" will be computed as the product of (i) the number of full months by which the date of the eligible participant's involuntary termination of employment precedes his or her 68th birthday, times (ii) 54% of the participant's monthly gross base salary as in effect at the time of his or her involuntary termination of employment. To be eligible to receive a company transaction contribution, an individual must have been a participant in the DC SERP on the effective date of the First Amendment to the DC SERP and granted, pursuant to the terms of the DC SERP, the right to receive a required company contribution under the DC SERP from the Company of greater than 0% of gross base salary. Given these requirements and the terms of the DC SERP, Mr. Trabert and Ms. Athoe would be eligible to receive a company transaction contribution upon their involuntary termination following a company transaction. A participant in the DC SERP becomes vested after 3 years of service or in the event of death, change in control or disability. In general, the DC SERP benefit is paid in either a lump sum or annual installments, except that (i) a participant's entire vested benefit will be paid to him or her in a lump sum upon a change in control, and (ii) any amounts attributable to a company transaction contribution will be paid to the officer in a lump sum following his or her involuntary termination of employment.

Non-U.S. Pension Benefits

Moog Ireland Pension and Death Benefits Plan

Moog Ireland Limited, a wholly-owned subsidiary of the Company, maintains the Moog Ireland Pension and Death Benefits Plan (“Ireland Plan”), a defined benefit retirement plan funded by employer contributions. Under the Ireland Plan, benefits are usually payable monthly upon retirement to participating employees of the Company. These benefits are based upon final pensionable salary and credited years of service and subject to limitations imposed by the Taxes Consolidation Act 1997. The Ireland Plan is administered by the Trustees of the Ireland Plan. The Ireland Plan was available to employees of Moog Ireland Limited until it was closed to new entrants on July 1, 2011. New employees hired by Moog Ireland Limited on or after July 1, 2011 are not eligible to participate in the Ireland Plan. New employees of Moog Ireland Limited hired on or after that date are covered under a defined contribution plan.

A participant’s accrued benefit is equal to 1/60th of final pensionable salary for each year of service, where pensionable salary is base salary less a reduction to recognize the Irish State Retirement Pension and final pensionable salary is the average of the three highest calculations of pensionable salary in the last ten calculations of pensionable salary prior to the date of retirement or earlier date of leaving the service of the employer. Pensionable salary excludes bonuses, overtime, and shift pay.

A participant generally may retire and begin receiving benefits under the Ireland Plan at normal retirement age (age 65). A participant also may retire and begin receiving plan benefits on the first day of any month coincident with or next following the participant’s 50th birthday, provided they have left the service of the employer. The amount of a participant’s monthly Ireland Plan benefit, however, will be discounted or reduced by the actuary to the Ireland Plan, having regard to the solvency of the Ireland Plan at the time of the retirement. The current discount rate being applied by the actuary to the Ireland Plan is 0.5% for each month the early retirement benefit commences before normal retirement age. Mr. Roche is the only NEO who has benefits under the Ireland Plan.

2021 Pension Benefits Table

The years of credited service and present value of accumulated benefits for the NEOs under the ERP and the PERI-SERP are:

Name	Plan Name	Number of Years Credited Service ⁽¹⁾ (#)	Present Value of Accumulated Benefits ⁽²⁾ (\$)	Payments During Last Fiscal Year (\$)
John R. Scannell ⁽³⁾	ERP	18.167	\$ 962,528	\$ —
	PERI-SERP ⁽⁴⁾	29.667	16,970,090	—
Jennifer Walter	ERP	21.250	683,361	—
	PERI-SERP ⁽⁴⁾	8.000	75,003	—
Mark J. Trabert ⁽³⁾	ERP	36.750	1,361,321	—
	PERI-SERP ⁽⁴⁾	8.000	241,876	—
Maureen M. Athoe ⁽³⁾	ERP	37.583	1,232,018	—
	PERI-SERP ⁽⁴⁾	6.000	224,676	—
Patrick J. Roche	Ireland Plan	21.000	3,426,202	—
	PERI-SERP ⁽⁴⁾	21.750	3,064,017	—

(1) Credited service is determined in years and months as of October 2, 2021 and includes only service with the Company (or certain acquired employers). In general, the Company does not grant extra years of credited service.

(2) The “Present Value of Accumulated Benefits” is based on the same assumptions as those used for the valuation of the plan liabilities in the Company’s Annual Report on Form 10-K for the fiscal year ended October 2, 2021, and are calculated as of the October 2, 2021 measurement date. The assumptions made in the calculations of these amounts may be found in Note 14 - Employee Benefit Plans to the audited financial statements in the Company’s Annual Report on Form 10-K for the fiscal year ended October 2, 2021.

(3) Eligible for early retirement under the ERP.

(4) Messrs. Scannell and Roche have accrued DB SERP benefits, while Mr. Trabert and Mses. Walter and Athoe have accrued PERI benefits under the PERI-SERP.

2021 NON-QUALIFIED DEFERRED COMPENSATION

Name	Executive Contributions in Last Fiscal Year ⁽¹⁾ (\$)	Registrant Contributions in Last Fiscal Year ⁽²⁾ (\$)	Aggregate Earnings in Last Fiscal Year ⁽³⁾ (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$)
John R. Scannell	\$ —	\$ —	\$ —	\$ —	\$ —
Jennifer Walter	—	—	—	—	—
Mark J. Trabert	—	200,108	258,731	—	1,433,299
Maureen M. Athoe	—	190,014	274,114	—	1,526,107
Patrick J. Roche	—	—	—	—	—

- (1) None of the NEOs deferred any salary in fiscal 2021.
- (2) Registrant Contributions by the Company in fiscal 2021 are reported in the All Other Compensation column of the 2021 [Summary Compensation Table](#) on page 23.
- (3) Aggregate Earnings in fiscal 2021 are reported in the Change in Pension Value and Non-Qualified Deferred Compensation Earnings column of the 2021 [Summary Compensation Table](#) on page 23. DC SERP participants are permitted to direct the investment of their DC SERP accounts among the investment options made available by the Company with respect to the DC SERP. Earnings are determined by reference to the investment performance of the investments selected by a participant. A participant may modify his or her investment election, on a prospective basis, at any time.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

Employment, Severance and Change in Control

The Company has entered into Employment Termination Benefits Agreements (“Termination Agreements”) with its executive officers. These Termination Agreements cover termination as a result of death, disability, retirement, termination for cause, voluntary and involuntary termination of employment, as well as involuntary termination after a change in control. The following is a summary of the termination benefits provided under various circumstances. A discussion of the executive officers’ pension benefits under these various circumstances, including a discussion of the company transaction contribution under the DC SERP, can be found under [Pension Benefits](#) beginning on page 31.

Payment Upon Death, Disability or Retirement

In the event of the death of an officer, the estate or surviving spouse will receive a payment of six months’ salary, a STI payment pro-rated to the last day of the month in which the officer’s death occurs and any unused vested vacation. A payment of approximately two times annual salary will be paid under the Company’s Group Life Insurance plan, subject to a cap of \$4,000,000. The estate or surviving spouse will receive payments under the Company’s pension and 401(k) plans. All unexpired SARs will fully vest and the estate or surviving spouse will have two years to exercise unexpired SARs. Unvested PSUs will be paid out at target, pro-rated for the number of full quarters completed prior to death within the performance period. Unvested TVAs will be forfeited.

In the event an officer becomes disabled or retires, the officer is entitled to the same benefits, as described above, with the exception of life insurance, salary continuation, STI payment and PSU settlement. If the officer becomes disabled, the officer also will receive payments under the Company’s disability plan. STI will be paid on a pro-rated basis for full months of service prior to the date of disability. Unvested PSUs and TVAs will be forfeited.

If the officer retires, the officer will receive all benefits provided generally by the Company to its executives upon retirement, including benefits under any retirement or supplemental retirement plans and insurance benefits provided upon retirement. STI will be paid on a pro-rated basis for full months of service prior to the date of retirement. Unvested PSUs will remain available to be earned at the end of the performance period, subject to the performance criteria and pro-rated for the number of full years completed prior to retirement within the performance period. Unvested TVAs will be forfeited.

Payment Upon Termination for Cause

Under the Termination Agreements, “cause” is considered a harmful act or omission constituting a willful and a continuing failure to perform material and essential employment obligations, conviction of a felony, willful perpetration of common law fraud, or any willful misconduct or bad faith omission constituting dishonesty, fraud or immoral conduct, which is materially injurious to the financial condition or business reputation of the Company. If terminated for “cause,” the officer is entitled to all benefits vested under retirement plans and payment of unused vested vacation. The officer is not entitled to STI, no severance is provided and all SARs, PSUs and TVAs expire.

Payment Upon Voluntary Termination

When an officer voluntarily terminates employment with the Company, the officer is entitled to receive all pension benefits accrued under any retirement or supplemental retirement plans up to the date of termination (subject to the rules referenced above in the PERI-SERP description), and payment for all unused vested vacation. All unexpired vested SARs are exercisable within ninety days of termination and all unvested SARs, PSUs and TVAs will expire at the close of business on the date of termination.

Payment Upon Involuntary Termination Without Cause and After a Change in Control

The termination benefits provided to an officer under the Termination Agreements in the case of involuntary termination without cause and in the event of involuntary termination after a change in control are the same, except each event references a different credited years of service table to determine salary continuance. The officer will receive salary continuance for no less than 12 months and no more than 36 months, depending on length of service. STI will be paid as earned in accordance with the plan and any unused vested vacation will be paid. The Company will pay, for one year after involuntary termination without cause or involuntary termination after a change in control, medical premiums on behalf of the officer, one year of auto related expenses, outplacement services, as well as one year of club membership dues for which reimbursement was provided by the Company. The officer is entitled to all vested benefits under any retirement or supplemental retirement plans. Upon an officer's involuntary termination not in connection with a change in control, all unexpired vested SARs are exercisable within ninety days of termination and all unvested SARs, PSUs and TVAs will expire at the close of business on the date of termination. Upon a change in control, all unexpired SARs will fully vest, all unvested PSUs will fully vest and will be paid out at the maximum level of performance and all unvested TVAs will fully vest and will be paid out in cash no later than 30 days following the change in control. Upon an involuntary termination after a change in control, the officer is entitled to exercise all SARs within two years of termination.

The Termination Agreements provide that an officer cannot compete with the Company during the term of the Termination Agreement, and in the event of an involuntary termination after a change in control, until the last payment of any benefits to the officer under the Termination Agreement. Each Termination Agreement also requires each officer not to disclose confidential information of the Company during the term of the Termination Agreement or thereafter.

The following table shows potential payments to the NEOs upon death, disability, retirement, voluntary termination, involuntary termination without cause or involuntary termination after a change in control. The amounts shown assume that the termination was effective October 2, 2021, the last business day of the Company's most recent fiscal year end. The actual amounts to be paid can only be determined at the actual time of an officer's termination.

Name	Type of Payment	Death	Disability	Retirement	Voluntary Termination	Involuntary Termination Without Cause	Involuntary Termination After a Change in Control ⁽⁹⁾
John R. Scannell	Severance ⁽¹⁾	\$ —	\$ —	\$ —	\$ —	\$ 2,867,121	\$ 3,035,775
	Salary Continuance ⁽²⁾	505,963	—	—	—	—	—
	STI ⁽³⁾	815,476	815,476	815,476	—	815,476	815,476
	Insurance Coverage ⁽⁴⁾	—	—	—	—	23,392	23,392
	Other perquisites ⁽⁵⁾	—	—	—	—	13,158	13,158
	Option awards ⁽⁶⁾	3,044,003	3,044,003	3,044,003	2,948,761	2,948,761	3,044,003
	Stock awards ⁽⁷⁾	653,968	—	653,968	—	—	3,157,441
	Company transaction contribution under DC SERP ⁽⁸⁾	—	—	—	—	—	—
Total		\$ 5,019,410	\$ 3,859,479	\$ 4,513,447	\$ 2,948,761	\$ 6,667,907	\$ 10,089,246
Jennifer Walter	Severance ⁽¹⁾	\$ —	\$ —	\$ —	\$ —	\$ 1,088,550	\$ 1,567,512
	Salary Continuance ⁽²⁾	261,252	—	—	—	—	—
	STI ⁽³⁾	265,002	265,002	265,002	—	265,002	265,002
	Insurance Coverage ⁽⁴⁾	—	—	—	—	17,797	17,797
	Other perquisites ⁽⁵⁾	—	—	—	—	5,882	5,882
	Option awards ⁽⁶⁾	422,958	422,958	422,958	394,112	394,112	422,958
	Stock awards ⁽⁷⁾	211,764	—	211,764	—	—	997,398
	Company transaction contribution under DC SERP ⁽⁸⁾	—	—	—	—	—	—
Total		\$ 1,160,975	\$ 687,960	\$ 899,723	\$ 394,112	\$ 1,771,343	\$ 3,276,549

Name	Type of Payment	Death	Disability	Retirement	Voluntary Termination	Involuntary Termination Without Cause	Involuntary Termination After a Change in Control ⁽⁹⁾
Mark J. Trabert	Severance ⁽¹⁾	\$ —	\$ —	\$ —	\$ —	\$ 1,500,813	\$ 1,500,813
	Salary Continuance ⁽²⁾	250,136	—	—	—	—	—
	STI ⁽³⁾	251,971	251,971	251,971	—	251,971	251,971
	Insurance Coverage ⁽⁴⁾	—	—	—	—	18,511	18,511
	Other perquisites ⁽⁵⁾	—	—	—	—	14,363	14,363
	Option awards ⁽⁶⁾	72,193	72,193	72,193	55,320	55,320	72,193
	Stock awards ⁽⁷⁾	126,141	—	126,141	—	—	590,185
	Company transaction contribution under DC SERP ⁽⁸⁾	—	—	—	—	—	1,474,032
Total		\$ 700,441	\$ 324,164	\$ 450,305	\$ 55,320	\$ 1,840,978	\$ 3,922,068
Maureen M. Athoe	Severance ⁽¹⁾	\$ —	\$ —	\$ —	\$ —	\$ 1,425,108	\$ 1,425,108
	Salary Continuance ⁽²⁾	237,518	—	—	—	—	—
	STI ⁽³⁾	240,926	240,926	240,926	—	240,926	240,926
	Insurance Coverage ⁽⁴⁾	—	—	—	—	15,844	15,844
	Other perquisites ⁽⁵⁾	—	—	—	—	5,889	5,889
	Option awards ⁽⁶⁾	409,825	409,825	409,825	392,952	392,952	409,825
	Stock awards ⁽⁷⁾	126,141	—	126,141	—	—	590,185
	Company transaction contribution under DC SERP ⁽⁸⁾	—	—	—	—	—	1,170,902
Total		\$ 1,014,410	\$ 650,751	\$ 776,892	\$ 392,952	\$ 2,080,719	\$ 3,858,680
Patrick J. Roche	Severance ⁽¹⁾	\$ —	\$ —	\$ —	\$ —	\$ 1,052,260	\$ 1,515,255
	Salary Continuance ⁽²⁾	252,543	—	—	—	—	—
	STI ⁽³⁾	254,395	254,395	254,395	—	254,395	254,395
	Insurance Coverage ⁽⁴⁾	—	—	—	—	20,042	20,042
	Other perquisites ⁽⁵⁾	—	—	—	—	13,639	13,639
	Option awards ⁽⁶⁾	936,500	936,500	936,500	919,627	919,627	936,500
	Stock awards ⁽⁷⁾	126,141	—	126,141	—	—	590,185
	Company transaction contribution under DC SERP ⁽⁸⁾	—	—	—	—	—	—
Total		\$ 1,569,579	\$ 1,190,895	\$ 1,317,036	\$ 919,627	\$ 2,259,963	\$ 3,330,016

- (1) Severance payments for Messrs. Scannell, Trabert and Roche and Meses. Walter and Athoe under an involuntary termination due to a change in control would be 36 months and are all reflected in the table above. In the event of an involuntary termination (no change in control), severance payments for Mr. Scannell would be 34 months, Mr. Roche and Ms. Walter would be 25 months and Mr. Trabert and Ms. Athoe would be 36 months.
- (2) Represents payment of base salary for a period of six months to the NEO's surviving spouse or estate.
- (3) For years when there is STI, termination benefits would include those STI payments for all except voluntary termination. STI is comprised of the Non-Equity Incentive Compensation, and a portion of Stock Awards columns related to the STI included in the [Summary Compensation Table](#) on page 23.
- (4) Insurance coverage reflects medical premiums paid in fiscal 2021. In the event of death, the estate or beneficiary of the officers will receive a life insurance payment pursuant to a plan covering all employees, subject to a cap of \$4,000,000. In the event of disability, the officers are covered under a disability plan for all employees, which for officers provides up to 70% of pay until normal retirement age.
- (5) For purposes of determining other perquisites the amount paid in fiscal 2021 for club dues and auto expenses are reflected and outplacement services have been estimated at \$5,000.
- (6) This is the value of outstanding, in the money SAR awards at October 2, 2021. The value was determined using October 1, 2021 Class A and Class B market prices and was calculated for the increase in the market price over the exercise price.
- (7) This is the value of outstanding PSU awards at October 2, 2021 that would vest and become payable without performance conditions upon termination. The value was determined using the October 1, 2021 Class B market price and was calculated by multiplying the market price by shares which would be acquired upon vest. The value provided for Involuntary Termination After a Change in Control only also includes outstanding TVA awards which would be payable in cash.

- (8) Pursuant to the terms of the DC SERP, Mr. Trabert and Ms. Athoe would each be eligible to receive a “company transaction contribution” upon their “involuntary termination from employment” following the occurrence of a “company transaction” (as those terms are defined in the First Amendment to the DC SERP). See “Moog Inc. Supplemental Retirement Plans” for a more complete discussion of the requirements for eligibility for, and computation of, a “company transaction contribution” under the DC SERP.
- (9) Upon a change in control without termination, the NEO would only receive the amounts provided under Option awards and Stock awards; all other payments are only payable upon involuntary termination following a change in control.

CEO PAY RATIO

As required by the Dodd-Frank Act and Regulation S-K of the Exchange Act, the following information discloses the relationship of the annual total compensation of our CEO, as set forth in the Summary Compensation Table, to that of the annual total compensation of our median employee.

The Company identified the median employee as of July 1, 2021. As of this date, the Company had 13,374 employees located in 27 countries. No exclusions, as permitted by SEC regulation, were made in determining the median employee for fiscal 2021.

Base wages paid to all employees, excluding the CEO, annualized for employees hired within the year, were utilized to determine the median employee. Base wages were used as the consistently applied compensation measure to determine the median employee as the variable pay programs are uniform across the Company. For purposes of determining the Company’s 2021 CEO pay ratio, the Company calculated the annual total compensation of the median employee under the same methodology used for the NEOs as set forth in the 2021 Summary Compensation Table. The annual total compensation for our median employee was then compared to 2021 Summary Compensation Table total compensation reported for Mr. Scannell, our CEO.

Fiscal 2021 annual total compensation of our CEO	\$ 5,397,096
Fiscal 2021 annual total compensation of our median employee	\$ 64,993
Fiscal 2021 CEO Pay Ratio	83:1

We believe it is important to distinguish the reported compensation provided to our CEO in fiscal 2021 from the compensation that was actually awarded to our CEO in fiscal 2021. The annual total compensation of our CEO includes the change in pension benefits as required to be disclosed in the Summary Compensation Table. If our CEO pay ratio was calculated based upon the total awarded pay of \$3,660,334, as reflected in [Distinguishing "Awarded" Pay from "Reported" Pay](#) on page 22, our 2021 CEO pay ratio would be 56:1. This supplemental ratio removes the volatility related to the effects of changes in actuarial assumptions on the value of our CEO’s pension benefits.

The Company’s fiscal 2021 ratio described above is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K based upon the Company’s payroll and employment records and the methodologies described above. The SEC rules permit companies to employ various methodologies, exclusions and reasonable estimates to derive the pay ratio calculation representative of their respective employee populations and compensation practices. Based upon this variability, the estimated ratio reported above should not be interpreted as a basis for comparison between companies.

DIRECTORS AND OFFICERS INDEMNIFICATION INSURANCE

On November 30, 2004, the Board approved indemnification agreements for officers, directors and key employees. The indemnification agreement provides that officers, directors and key employees will be indemnified for expenses, investigative costs and judgments arising from threatened, pending or completed legal proceedings. The form of the indemnification agreement was filed with the Securities and Exchange Commission as an exhibit to the Company’s Current Report on Form 8-K filed on December 1, 2004.

On November 1, 2021, the Company renewed an officers and directors indemnification insurance coverage through policies written by the Chubb, AXA XL, Argo, Sompo, Zurich, C.N.A., AWAC, AIG and Travelers. The renewal was for a one-year period at an annual premium of \$1,291,614. The policy provides indemnification benefits and the payment of expenses in actions instituted against any director or officer of the Company for claimed liability arising out of their conduct in such capacities. No payments or claims of indemnification or expenses have been made under any such insurance policies purchased by the Company at any time.

AUDIT COMMITTEE REPORT

The Audit Committee is composed solely of independent directors, as determined by the Board under the rules of the Securities and Exchange Commission, the New York Stock Exchange listing standards, and the Company's standards for director independence. The Board has determined that each member of the Audit Committee is an "audit committee financial expert," as defined under applicable federal law and regulations. The Board has adopted a written charter for the Audit Committee, which is available on the Company's website. The Audit Committee has sole authority to appoint, terminate or replace the Company's independent registered public accounting firm, which reports directly to the Audit Committee.

The Audit Committee reviews the Company's financial statements and the Company's financial reporting process. Management has the primary responsibility for the Company's financial statements and internal control over financial reporting, as well as disclosure controls and procedures.

In this context, the Audit Committee reviewed and discussed with management and Ernst & Young LLP, the Company's independent registered public accounting firm, the Company's audited consolidated financial statements for the fiscal year ended October 2, 2021. In addition, the Audit Committee discussed with the independent registered public accounting firm the matters required to be discussed by applicable requirements of the Public Company Accounting Oversight Board and the Securities and Exchange Commission.

The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent public accounting firm's communications with the Audit Committee concerning independence, and the Audit Committee discussed with the independent registered public accounting firm that firm's independence.

Based on the Audit Committee's review and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K, for the fiscal year ended October 2, 2021, filed with the Securities and Exchange Commission.

Respectfully submitted,

Kraig H. Kayser, Chair

Peter J. Gundermann

R. Bradley Lawrence

Brenda L. Reichelderfer

Members of the Audit Committee

Audit Fees and Pre-Approval Policy

The following table sets forth the aggregate fees incurred by the Company related to the services of the Company's principal Independent Registered Public Accounting Firm, Ernst & Young LLP, for the fiscal years ended October 2, 2021 and October 3, 2020:

	Fiscal Year Ended	
	October 2, 2021	October 3, 2020
Audit Fees	\$ 2,551,882	\$ 2,838,149
Audit-Related Fees ⁽¹⁾	—	—
Tax Fees ⁽²⁾	380,825	196,915
All Other Fees	—	—
Total	\$ 2,932,707	\$ 3,035,063

(1) Audit-related fees are associated with assurance and due diligence related services.

(2) Tax fees relate to services associated with tax planning and compliance.

The Audit Committee pre-approves all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its Independent Registered Public Accounting Firm, subject to any de minimis exceptions described in the Exchange Act, which are approved by the Audit Committee. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee annually. None of the services described above were approved by the Audit Committee under the de minimis exception provided by SEC Regulation S-X, Rule 2-01(c)(7).

PROPOSAL 2 — RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board, on the recommendation of the Audit Committee, has selected Ernst & Young LLP, an independent registered public accounting firm, to continue as independent auditors of the Company for the 2022 fiscal year. Although shareholder approval of the appointment of the independent registered public accounting firm is not required by law, the Board considers the selection of the independent auditor to be an important matter of shareholder concern and is submitting the selection of Ernst & Young LLP for ratification by shareholders as a matter of good corporate practice. Even if the appointment is ratified, the Board, in its discretion and on the recommendation of the Audit Committee, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Board determines that such a change would be in the Company's and its shareholders' best interests. Representatives of Ernst & Young LLP, who will be available at the shareholders meeting, will be given the opportunity to make a statement if they so desire, and will be available to respond to appropriate questions.

The Board recommends a vote “FOR” ratification of Ernst & Young LLP as auditors for the Company for fiscal year 2022.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE MATTERS

The Company is committed to operating sustainably while providing outstanding products to our global customer base. Sustainability is ingrained in our Company's culture and values, including our focus on environmental stewardship, social responsibility and corporate governance ("ESG"). We have appointed a director of ESG to lead our efforts. We continue our journey to develop, maintain and expand on various initiatives relating to ESG to better inform our employees and stakeholders on these matters. We plan to integrate our ESG initiatives into our business strategy, in order for social and environment factors to become a greater part of our engagement with customers, investors, suppliers and communities where we work. The Company plans to issue a sustainability report in 2022 to address our policies, procedures, metrics and goals around ESG and human capital topics. Our goals will continue to evolve throughout our journey. We're all in this together - when our local and global communities succeed, we succeed.

Our values, rooted in trust, integrity, and collaboration, lay the foundation for the Company's commitment to corporate social and environmental responsibility. Beyond creating exciting technologies that solve our customers' difficult technical challenges, we believe that to be truly successful, it's crucial that we do our part to improve the world for current and future generations. For us, that means we are committed to protecting our planet by minimizing our environmental impact. The Company has a dedicated team for Environmental, Health and Safety ("EHS") matters that provides a variety of services, such as training, to ensure compliance with all EHS regulations, while administering safe and healthy working conditions for our employees. We are also committed to contributing our time, talent and resources to strengthen the communities where we do business. This includes providing financial and volunteer support to various regional and local charitable organizations, non-profits and other community programs.

The Company's culture and values, along with its approximately 14,000 employees across over 25 countries, are the most valuable assets of the Company. In order to ensure we live our values and our culture stays unique and strong, our Board and executive team put significant focus on our human capital management. The Company's sustainable human capital strategy emphasizes on the following:

- Employee recruitment
- Diversity, equity and inclusion
- Compensation programs and employee benefits
- Employee well-being
- Employee engagement and retention
- Leadership development and training
- Succession planning
- Flexible working

In fiscal year 2021, the Company launched a Diversity, Equity, and Inclusion ("DE&I") initiative to progress in our journey of creating a more respectful, diverse and inclusive environment. To help achieve our goals in DE&I, as well as Corporate Social and Environmental Responsibility ("CSER"), the Company created the role of Program Manager, Diversity and Corporate Social Responsibility to create, implement and monitor key programs for both strategic priorities. For more information on our human capital objectives, please refer to the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2021.

Our corporate governance promotes transparency, accountability and security. The Company is fully dedicated to conducting ourselves by the letter and in the spirit of the many laws and standards that apply to our business. Ethics are deeply embedded in our values and business processes. The Company regularly re-enforces our commitment to ethics and integrity in employee communications, in our everyday actions and in processes and controls. As a part of our on-going efforts to ensure our employees conduct business with the highest levels of ethics and integrity, the Company has compliance training programs in multiple languages. The Company also maintains two ethics related hotlines, through which individuals can anonymously raise concerns they have about business behavior they do not feel comfortable discussing personally with business operations managers or human resources personnel. The Company's general confidential ethics hotline is administered by internal company counsel designated as the Company's ethics advocate. In addition, we maintain a separate hotline for cases wherein an employee believes that the Company's financial statements are materially misstated as a result of intentional acts or material weaknesses in the systems of internal control. This hotline is administered by the Secretary of the Company.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Principal Shareholders

The following table sets forth certain information with respect to all persons known to the Company to be the beneficial owner of more than 5% of the Class A shares or Class B shares as of December 10, 2021. The percentage of Class A shares or Class B shares owned is based on 29,535,063 Class A shares and 4,306,561 Class B shares outstanding as of December 10, 2021.

Name and Address of Beneficial Owner	Class A Common Stock		Class B Common Stock ⁽¹⁾	
	Amount and Nature of Beneficial Ownership	Percent of Class	Amount and Nature of Beneficial Ownership	Percent of Class
BlackRock, Inc. ⁽²⁾ 55 East 52nd Street New York, New York	4,872,389	16.5	—	—
The Vanguard Group, Inc. ⁽²⁾ 100 Vanguard Blvd. Malvern, PA 19355	3,120,265	10.6	—	—
Earnest Partners LLC ⁽²⁾ 1180 Peachtree Street, Suite 2300 Atlanta, GA 30309	2,001,539	6.8	—	—
Moog Inc. Retirement Savings Plan ("RSP") ⁽³⁾ c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	—	—	1,643,890	38.2
Moog Inc. Stock Employee Compensation Trust, as amended ("SECT") ⁽²⁾⁽⁴⁾ c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	425,148	1.4	601,626	14.0
Moog Inc. Supplemental Retirement Plan Trust, as amended ("Trust") ⁽²⁾⁽⁵⁾ c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	—	—	826,170	19.2

- (1) Class B shares are convertible into Class A shares on a share-for-share basis.
- (2) Holdings are derived from the most recent Schedule 13D or 13G filings and, to the extent applicable, are updated for aggregate positions reported by Bloomberg L.P. based upon the most recent Schedule 13F filings.
- (3) These shares are allocated to individual participants under the RSP and are voted by Great-West Trust Company, LLC, Greenwood Village, Colorado, the Trustee as of the record date, as directed by the participants to whom such shares are allocated. Any allocated shares as to which voting instructions are not received will be voted in accordance with instructions on the proxy card. As of December 10, 2021, a total of 6,033 of the allocated Class B shares were allocated to accounts of officers and are included in the shares reported for "all directors and officers as a group" in the table [Directors and Executive Officers](#) on page 43.
- (4) The SECT acquires Class A shares and Class B shares that become available for subsequent use in the RSP or other Moog employee benefit plans. The SECT will terminate on the earlier of (a) the date the SECT no longer holds any assets or (b) a date specified in a written notice given by the Board of Directors to the Trustee. The Trustee of the SECT is Robert T. Brady. The Trustee's powers and rights include, among others, the right to retain or sell SECT assets; borrow from the Company or third party lenders upon direction from an administrative committee and enter into related loan agreements; vote or give consent with respect to securities held by the SECT in the Trustee's sole discretion; employ accountants and advisors as may be reasonably necessary; utilize a custodian to hold, but not manage or invest, assets held by the SECT; and consult with legal counsel.
- (5) The Trust was established in 1992 as a funding vehicle for the PERI-SERP, and the assets of the Trust, including the Class B shares held by the Trust, are available to fund the Moog's obligations under the PERI-SERP and held for the benefit of the participants of the PERI-SERP. The Trustee of the Trust is John P. McGrath. The Trustee has the sole power to direct the vote and to dispose or direct the disposition of all of the 826,170 Class B shares held by the Trust.

Directors and Executive Officers

The beneficial ownership of common stock by each director, each of the NEOs and by all directors and officers as a group as of December 10, 2021 is provided in the following table. Unless otherwise indicated, the persons named have sole voting and investment power with respect to the securities beneficially owned. Beneficial ownership includes securities which could be acquired pursuant to currently exercisable SARs, or SARs that become exercisable within 60 days of December 10, 2021. The percentage of Class A shares or Class B shares owned is based on 29,535,063 Class A shares and 4,306,561 Class B shares outstanding as of December 10, 2021.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership							
	Class A Common Stock				Class B Common Stock ⁽¹⁾			
	Shares	Equity Awards Currently Exercisable or Exercisable within 60 days ⁽²⁾⁽³⁾	Total Shares	Percent Of Class	Shares	Equity Awards Currently Exercisable or Exercisable within 60 days ⁽²⁾⁽³⁾	Total Shares	Percent Of Class
Directors								
Janet M. Coletti	—	—	—	*	3,353	—	3,353	*
Donald R. Fishback ⁽⁴⁾	28,683	13,021	41,704	*	9,562	802	10,364	*
William G. Gisel, Jr.	—	1,154	1,154	*	7,081	238	7,319	*
Peter J. Gundermann <i>(nominee)</i>	2,189	1,154	3,343	*	6,439	238	6,677	*
Kraig H. Kayser	26,612	1,154	27,766	*	6,439	238	6,677	*
R. Bradley Lawrence ⁽⁵⁾	1,000	—	1,000	*	7,439	238	7,677	*
Brian J. Lipke <i>(nominee)</i>	9,177	1,154	10,331	*	6,439	238	6,677	*
Brenda L. Reichelderfer	650	—	650	*	6,439	—	6,439	*
John R. Scannell ⁽⁶⁾	47,359	20,070	67,429	*	16,612	1,287	17,899	*
Named Executive Officers⁽⁷⁾								
Jennifer Walter	1,886	2,551	4,437	*	4,367	160	4,527	*
Mark J. Trabert	—	—	—	*	8,508	166	8,674	*
Maureen M. Athoe	2,896	2,983	5,879	*	5,691	802	6,493	*
Patrick J. Roche	9,043	8,894	17,937	*	6,604	802	7,406	*
All directors and officers as a group (15 persons)⁽⁸⁾	130,341	52,729	183,070	*	101,511	5,529	107,040	2.5

*Does not exceed one percent of class.

- (1) Class B shares are convertible into Class A shares on a share-for-share basis.
- (2) Includes shares related to SARs. The number of shares issuable upon exercise of SARs is calculated for net settlement based upon the excess of the market price on December 10, 2021 over the exercise price of the SARs.
- (3) Excludes PSUs held but not earned as NEOs may not direct the voting of their PSUs. The number and terms of PSUs awarded to each NEO are provided in greater detail in the [Compensation Discussion and Analysis](#) beginning on page 13 and 2021 [Grant of Plan-Based Awards](#) table on page 25.
- (4) Denise Fishback, Mr. Fishback's spouse, is the beneficial owner of 32,959 Class A shares, which are not included in the numbers reported.
- (5) Mr. Lawrence will retire from the Board immediately prior to the Annual Meeting.
- (6) Eileen Scannell, Mr. Scannell's spouse, is the beneficial owner of 26,057 Class A shares, which are not included in the numbers reported.
- (7) Mr. Scannell is also a NEO. Beneficial ownership information appears under the heading "Directors" above.
- (8) "All directors and officers as a group" consists of the directors, the NEOs and all other executive officers as of December 10, 2021. Balances do not include shares held by spouses, or as custodian or trustee for minors, as to which beneficial interest has been disclaimed. Certain officers and directors of the Company have entered into an agreement among themselves and with the RSP, the ERP and the Company, which provides that prior to selling Class B shares obtained through exercise of a non-statutory option, the non-selling officers and directors, the RSP, the ERP and the Company have an option to purchase the shares being sold.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires the Company's directors and Section 16 officers, and persons who own more than 10% of the Company's common stock, to file with the SEC initial reports of ownership and reports of changes in beneficial ownership of the Company's common stock. To the Company's knowledge, based upon the reports filed and written representations regarding reports required during the fiscal year ended October 2, 2021, no Section 16 officer or director of the Company failed to file reports required by Section 16(a) on a timely basis, with the exception of one late Form 4 filing for Patrick J. Roche in connection with the sale of Class A shares in June 2021.

PROPOSALS OF SHAREHOLDERS FOR 2023 ANNUAL MEETING

To be considered for inclusion in the proxy materials for the 2023 Annual Meeting of Shareholders, shareholder proposals must be received by the Secretary of the Company no later than August 25, 2022. Under the Company's by-laws, if a shareholder wishes to nominate a director or bring other business before the shareholders at the 2023 Annual Meeting without having a proposal included in the Proxy Statement for that meeting, the shareholder must notify the Secretary of the Company in writing between October 11, 2022 and November 10, 2022, and the notice must contain the specific information required by the Company's by-laws. A copy of the Company's by-laws can be obtained without charge from the Treasurer of the Company, East Aurora, New York, 14052.

Section 1.06 of the Company's by-laws provides that proposals may be properly brought before an annual meeting by a shareholder of record (both at the time notice of the proposal is given by the shareholder and as of the record date of the annual meeting in question) of any shares of the Company entitled to vote at the annual meeting if the shareholder provides timely notice of the proposal to the Secretary of the Company in accordance with the requirements of the by-laws. A shareholder making a proposal at an annual meeting must be present at such meeting in person, and the business brought before an annual meeting must also be a proper matter for shareholder action under the New York Business Corporation Law.

A shareholder's notice to the Secretary of the Company must set forth certain information regarding the shareholder and the proposal, including the name and address of the shareholder, a brief description of the business the shareholder desires to bring before the annual meeting and the reasons for conducting such business at such annual meeting, the class or series and number of shares beneficially owned by the shareholder, the names and addresses of other shareholders known to support such proposal and any material interest of the shareholder in such proposal.

Section 1.06 further provides that nominations of candidates for election as directors of the Company at any annual meeting of shareholders may be made by a shareholder of record (both at the time notice of such nomination is given by the shareholder and as of the record date of the annual meeting in question) of any shares of the Company entitled to vote at the annual meeting for the election of directors if the shareholder provides timely notice to the Secretary of the Company in accordance with the requirements of the by-laws. A shareholder may nominate a candidate for election as a director only as to such class of director whose election the shareholder would be entitled to vote thereon at an annual meeting of shareholders. Any shareholder who desires to make a nomination must be present in person at the annual meeting.

In addition to the information required in a notice of a proposal, a notice to the Secretary with respect to nominations must contain certain information regarding each proposed nominee for director, including, the nominee's name, age, business and residence address, principal occupation, the class or series and number of shares of the Company beneficially owned by the nominee and a consent of the nominee to serve as a director, if elected. The notice must also provide a description of any arrangements or understandings between the nominating shareholder and each nominee and such other information concerning the nominee as required pursuant to the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended.

Further information regarding proposals or nominations by shareholders can be found in Section 1.06 of the Company's by-laws. If the Board of Directors or a designated committee determines that any proposal or nomination was not made in a timely fashion or fails to meet the information requirements of Section 1.06 of the Company's by-laws in any material respect, such proposal or nomination will not be considered.

As of the date of this Proxy Statement, the Board of Directors does not intend to present, and has not been informed that any other person intends to present, any matter for action at this meeting other than those specifically referred to in this Proxy Statement. If other matters properly come before the meeting, it is intended that the holders of the proxies will act with respect thereto in accordance with their best judgment.

The cost of this solicitation of proxies will be borne by the Company. The Company may request brokerage houses, nominees, custodians and fiduciaries to forward soliciting material to the beneficial owners of stock held of record, and will reimburse such persons for any reasonable expense in forwarding the material. In addition, officers, directors and employees of the Company may solicit proxies personally or by telephone and will not receive any additional compensation.

Copies of the 2021 Annual Report to Shareholders, which includes the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2021, along with this Proxy Statement, proxy card and Notice of Annual Meeting of Shareholders may be obtained, without charge, from the Treasurer of the Company, East Aurora, New York 14052.

By Order of the Board of Directors

A handwritten signature in blue ink that reads "Christopher A. Head". The signature is written in a cursive style with a large initial 'C'.

Christopher A. Head, *Secretary*

Dated: East Aurora, New York
December 23, 2021

Class A Shares

**Vote by Internet, Telephone or Mail
24 Hours a Day, 7 Days a Week**

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

-  **INTERNET** – www.proxypush.com/moga
Use the Internet to vote your proxy with respect to your Vested Shares until 6:00 p.m. ET on February 3, 2022 and all other Class A shares until 11:59 p.m. ET on February 7, 2022. Scan code below for mobile voting.
-  **PHONE - 1-866-883-3382**
Use a touch-tone telephone to vote your proxy with respect to your Vested Shares until 6:00 p.m. ET on February 3, 2022 and all other Class A shares until 11:59 p.m. ET on February 7, 2022.
-  **MAIL** – Mark, sign and date your proxy card and return it in the postage-paid envelope provided in time to be received by February 7, 2022.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.



**TO VOTE BY MAIL ON ALL ITEMS BELOW,
SIMPLY SIGN, DATE, AND RETURN THIS PROXY CARD.**

↓ Please detach here ↓

The Board of Directors Recommends a Vote FOR Proposal 2.

Proposal 2. Ratification of Ernst & Young LLP as auditors for Moog Inc. for the 2022 fiscal year For Against Abstain

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR PROPOSAL 2.

Address Change? Mark box, sign, and indicate changes below:

Date _____

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy.



ANNUAL MEETING OF SHAREHOLDERS

February 8, 2022

10:00 a.m. ET

**French Quarter Inn
166 Church Street
Charleston, SC 29401**

**Moog Inc.
c/o Equiniti Trust Company
Shareowner Services
P.O. Box 64873
St. Paul, MN 55164-0873**

CLASS A SHARES PROXY

This proxy is solicited by the Board of Directors for use at the Annual Meeting on February 8, 2022.

The Class A shares of stock you hold will be voted as you specify on the reverse side.

The voting cutoff for the vested Class A shares acquired by the undersigned pursuant to the Moog Inc. Management Short Term Incentive Plan and the Moog Inc. 2014 Long Term Incentive Plan, as amended, ("Vested Shares") and held by the undersigned is 6:00 p.m. ET on February 3, 2022. The voting cutoff for all other Class A shares held by the undersigned is 11:59 p.m. ET on February 7, 2022.

If the proxy is signed and no choice is specified, the proxy will be voted "FOR" Proposal 2.

By signing the proxy, you revoke all prior proxies and appoint Donald R. Fishback, John R. Scannell, and Christopher A. Head, and each of them as proxies with full power of substitution, to vote your Class A shares on the matters shown on the reverse side and any other matters which may come before the Annual Meeting and all adjournments.

Please mark, sign, date, and return the proxy card promptly using the enclosed envelope, unless you have voted using the Internet or Telephone options.

See reverse for voting instructions.



Shareowner Services
P.O. Box 64945
St. Paul, MN 55164-0945

Class B Shares

**Vote by Internet, Telephone or Mail
24 Hours a Day, 7 Days a Week**

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

 **INTERNET** – www.proxypush.com/moga
Use the Internet to vote your proxy with respect to your (i) RSP Shares, ESPP Shares and STI/LTI Shares until 6:00 p.m. ET on February 3, 2022 and (ii) all other Class B shares until 11:59 p.m. ET on February 7, 2022. Scan code below for mobile voting.

 **PHONE - 1-866-883-3382**
Use a touch-tone telephone to vote your proxy with respect to your (i) RSP Shares, ESPP Shares and STI/LTI Shares until 6:00 p.m. ET on February 3, 2022 and (ii) all other Class B shares until 11:59 p.m. ET on February 7, 2022.

 **MAIL** – Mark, sign and date your proxy card and return it in the postage-paid envelope provided in time to be received by February 7, 2022.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.



**TO VOTE BY MAIL ON ALL ITEMS BELOW,
SIMPLY SIGN, DATE, AND RETURN THIS PROXY CARD.**

↓ Please detach here ↓

The Board of Directors Recommends a Vote FOR Proposals 1 and 2.

Proposal 1. Election of directors:

Class B Director — Term Expiring 2025	01 Peter J. Gundermann	<input type="checkbox"/>	Vote FOR all nominees	<input type="checkbox"/>	Vote WITHHELD from all nominees
Class B Director — Term Expiring 2025	02 Brian J. Lipke		(except as marked)		

(Instructions: To withhold authority to vote for any indicated nominee, write the number(s) of the nominee(s) in the box provided to the right.)

Proposal 2. Ratification of Ernst & Young LLP as auditors for Moog Inc. for the 2022 fiscal year

For Against Abstain

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR PROPOSALS 1 AND 2.

Address Change? Mark box, sign, and indicate changes below:

Date _____

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy.



ANNUAL MEETING OF SHAREHOLDERS

February 8, 2022

10:00 a.m. ET

French Quarter Inn
166 Church Street
Charleston, SC 29401

Moog Inc.
c/o Equiniti Trust Company
Shareowner Services
P.O. Box 64873
St. Paul, MN 55164-0873

CLASS B SHARES PROXY

This proxy is solicited by the Board of Directors for use at the Annual Meeting on February 8, 2022.

This proxy (including these voting instructions) covers (i) all Class B shares credited to the undersigned in the Moog Inc. Retirement Savings Plan (the "RSP" and such Class B shares being the "RSP Shares") as to which the undersigned has the right to give voting instructions under the RSP, (ii) all Class B shares acquired by the undersigned under the Moog Inc. Employee Stock Purchase Plan (the "ESPP" and such Class B shares being the "ESPP Shares"), (iii) all Class B shares acquired by the undersigned pursuant to the Moog Inc. Management Short Term Incentive Plan and the Moog Inc. 2014 Long Term Incentive Plan, as amended, (such Class B shares being the "STI/LTI Shares") and (iv) all other Class B shares held by the undersigned.

The RSP Shares will be voted by the Trustee, Great-West Trust Company, LLC, in accordance with the voting instructions indicated on the reverse. If no voting instructions are received, the RSP Shares will be voted by the Trustee of the RSP in accordance with the rules of the RSP. The ESPP Shares and all other Class B shares will be voted as you specify on the reverse side.

The voting cutoff for the RSP Shares, ESPP Shares and STI/LTI Shares held by the undersigned is 6:00 p.m. ET on February 3, 2022. The voting cutoff for all other Class B shares held by the undersigned is 11:59 p.m. ET on February 7, 2022.

If the proxy is signed and no choice is specified, the proxy will be voted "FOR" Proposals 1 and 2.

With respect to any Class B shares held by the undersigned, other than any RSP Shares, by signing the proxy, you revoke all prior proxies and appoint Donald R. Fishback, John R. Scannell, and Christopher A. Head, and each of them as proxies with full power of substitution, to vote your Class B shares on the matters shown on the reverse side and any other matters which may come before the Annual Meeting and all adjournments.

Please mark, sign, date, and return the proxy card promptly using the enclosed envelope, unless you have voted using the Internet or Telephone options.

See reverse for voting instructions.