



LEGAL & COMPLIANCE 

MEMORANDUM

TO: Distribution (see attached)

FROM: Kaman Legal & Compliance Department

DATE: June 30, 2022

RE: SEC Filings – Form 8-K Disclosure Requirements

The Company is required to file with the U.S. Securities and Exchange Commission a Current Report on Form 8-K within four (4) business days after the occurrence of certain specified triggering events.

Attached is a reference chart that lists some of the most common events that trigger the Form 8-K filing requirement. If you become aware that a triggering event will occur, please contact us as soon as possible to assure that the filing deadline is not missed. The Legal Department will prepare and file any necessary reports with the SEC.

If you have any items to report or want to discuss any aspect of these rules, please contact Shawn Lisle | shawn.lisle@kaman.com | (860) 286-4142 or Rich Smith | richard.smith@kaman.com | (860) 243-6319.

Thank you for your attention to this important matter.



DISTRIBUTION FOR: Memorandum dated June 30, 2022
RE: SEC Filings – Form 8-K Disclosure Requirements

Please inform the Legal & Compliance Department of any updates to this distribution list.

Executive Officers:

Ian Walsh
Russ Bartlett
Jamie Coogan
Shawn Lisle
Raf Cohen
Megan Morgan
Kristen Samson
Darlene Smith

Designated Employees:

Operational Leadership

Kaman Corporation	Ian Walsh
Kaman Aerospace Group, Inc.	Russ Bartlett
Kaman Aerospace Corporation	Russ Bartlett
Kaman Aerospace Jacksonville Division	Rikiese King
Kaman Composites - US	Roxanne Howell Jason Kosmas
Air Vehicles Division	Darlene Smith Douglas Daley
Precision Products Division (Middletown)	Darlene Smith
Kaman Precision Products, Inc. (Orlando)	Darlene Smith
Kamatics Corporation (Specialty Bearings)	Rob Paterson
RWG Germany GmbH	Stefan Daub-Klose
GRW Bearing companies	Michael Wilhelm

EXTEX Engineered Products, Inc.

Bal Seal Engineering, LLC

Larry Shiembob

Brent Cranmer

Gary Stoffer

Finance Organization

US Finance Organization

Amanda Balboni

Lisa Barry

JC Chetnani

Michael Morneau

Chris Simmons

Rebecca Stath

Jesah Bishop

Michelle Blair

Melina Bonn

Dave Carter

Rebecca Clapp

Mark Daley

Lawrence Duan

Bridgette Eguizabal

Cal Hedberg

Marie Hickey

Erik Holt

Robert Lamontagne

Jet Le

Tori Lipsky

Kathy Lombardo

Susanna Mahoney

Aun Maniar

Dana Mazzanti

Kaite McGuffie

Roger McLean

Traci Metzger

Lewis Mills

Kevin Mulvihill

Matthew Petterson

Teresa Reveron-Soto

Edwin Rivera

Scott Rogers

Andrew Shepard

Shyam Shiwakoti

Doreen Spera

Kathy Sorensen
Nicole Toney
Linda Turcotte
Jamie Ranno
Lauren Zdroykowski

GRW Bearing companies

Robert Zschiezschmann

RWG Germany GmbH

Christophe Leplat

Bal Seal Engineering, LLC

Brent Cranmer

EH&S

Eric Gray

Human Resources

Megan Morgan
Heather Giordano

Information Technology

Raf Cohen

Investor Relations

Kary Bare

Marketing

Kristen Samson

Risk Management

Dina Jones

Legal & Compliance

Shawn Lisle
Lynne Adler
Emily Bretas Romano
Vera DeFilippo
Daniel Sander
Richard Smith, Jr.
Jeanne Young

SUMMARY OF FORM 8-K FILING REQUIREMENTS

Item	Triggers	Examples, Explanation and Notes
Section 1 -- Disclosures About the Company's Business and Operations		
1.01 – Entry into a Material Definitive Agreement	<ul style="list-style-type: none"> Entry into an agreement (or amendment to an agreement) that provides for obligations that are material to, and enforceable by or against the Company, whether or not subject to conditions in the agreement Excluded from trigger: <ul style="list-style-type: none"> Agreements assumed or assigned to the company in connection with a merger, acquisition or similar transaction Non-binding letters of intent, even if they contain confidentiality or “no shop” provisions, so long as not material to the Company 	<ul style="list-style-type: none"> A material stock or asset purchase agreement would qualify even though there may be due diligence or regulatory approvals that are a requirement of closing Generally, any contract to which a director, officer or security holder is a party Any contract upon which the Company's business is substantially dependent (e.g., material sales or purchase agreements, or license agreements upon which the Company depends to a significant extent) Any contract regarding acquisition or sale of any property, plan or Equipment for consideration exceeding 15% of such fixed assets of the Company The Company determines what is “material” to the Company as a whole. We must be consistent in our definition of this term. Contact Shawn Lisle, Rich Smith or Jamie Coogan as soon as possible for evaluation
1.02 – Termination of a Material Definitive Agreement	<ul style="list-style-type: none"> If an agreement of this nature ends and the termination is material to the Company Excluded from trigger: <ul style="list-style-type: none"> Expiration on stated termination date in the agreement Expiration as a result of all parties completing their obligations Negotiations or discussions prior to agreement termination If company believes in good faith that agreement has not been terminated, unless notice of termination is received 	
Section 2 – Financial Information		
2.01 – Completion of Acquisition or Disposition of Assets	<ul style="list-style-type: none"> The Company or one of its subsidiaries completes the acquisition or disposition of a “significant amount” of assets, other than in the ordinary course of business Excluded from trigger: <ul style="list-style-type: none"> Transactions with wholly-owned subsidiaries or between wholly-owned subsidiaries Redemption or other acquisition of securities from the public, or sale or other disposition of securities to public, by issuer or wholly-owned subsidiary 	<ul style="list-style-type: none"> “Acquisition” includes every purchased, acquisition by lease, exchange, merger, consolidation, succession or other acquisition. The term does <u>not</u> include the construction or development of property by or for the use of registrant or its subsidiaries or the acquisition of materials for such purpose. “Disposition” includes every sale, disposition by lease, exchange, merger, consolidation, mortgage, assignment or hypothecation of assets, whether for the benefit of creditors or otherwise, abandonment, destruction or other disposition An acquisition or disposition is deemed to be “significant” if it constitutes > 10% of the total assets if the Company and its subsidiaries Acquisitions of individually insignificant businesses are not required to

Item	Triggers	Examples, Explanation and Notes
		be reported unless they are related business and are significant in the aggregate
2.02 – Results of Operations and Financial Condition	<ul style="list-style-type: none"> Public announcement or release by Company (or person acting for Company) of material non-public information (including updated information) regarding Company’s results of operations or financial condition for a completed quarterly or annual fiscal period Excluded from trigger: <ul style="list-style-type: none"> Disclosure of material non-public information orally, telephonically, by webcast, by broadcast or by similar means if related to a previously furnished written announcement and certain disclosure conditions are satisfied Disclosure that is made in a Form 10-Q or Form 10-K filed with SEC 	
2.03(a) – Creation of a Direct Financial Obligation	<ul style="list-style-type: none"> Company becomes obligated on a “direct financial obligation” (long-term debt obligation, capital lease obligation, operating lease obligation or non-ordinary course short-term debt obligation) that is material to it Excluded from trigger: <ul style="list-style-type: none"> Activities prior to company entering into an agreement enforceable against it (whether or not subject to conditions) under which direct financial obligation will arise or be created or issued, or If there is no agreement, activities prior to closing or settlement of transaction or arrangement under which the direct financial obligation arises or is created. 	<ul style="list-style-type: none"> A “direct financial obligation” can consist of long-term debt, a capital lease, an operating lease or a short-term debt obligation (scheduled to mature in one year) that arises in the ordinary course Examples of “off-balance sheet arrangements” include letters of credit and floor planning arrangements. Please contact Becky Stath, Mike Morneau or Jamie Coogan to discuss items falling in this category
2.03(b) – Creation of an Obligation under an Off-Balance Sheet Arrangement	<ul style="list-style-type: none"> Company becomes directly or contingently liable for an obligation that is material to the Company arising out of an “off-balance sheet arrangement” Excluded from trigger: <ul style="list-style-type: none"> Sale of a security pursuant to an effective registration statement of the Company, if the prospectus relating to the sale contains the information required by Item 2.03 and is filed within the required time period under Securities Act Rule 424 	<ul style="list-style-type: none"> Examples of “off-balance sheet arrangements” include letters of credit and floor planning arrangements. Please contact Becky Stath, Mike Morneau or Jamie Coogan to discuss items falling in this category
2.04(a) – Triggering Events That Accelerate or Increase a Direct Financial Obligation	<ul style="list-style-type: none"> Occurrence of a triggering event related to a direct financial obligation: (i) which causes increase or acceleration of a direct financial obligation of the Company, and (ii) where consequences of triggering event are material to the Company 	<ul style="list-style-type: none"> No disclosure is required if the Company believes in good faith that no triggering event has occurred unless a notice has been provided pursuant to the terms of the agreement
2.04(b) – Triggering	<ul style="list-style-type: none"> Occurrence of a triggering event related to an off-balance sheet arrangement: 	<ul style="list-style-type: none"> Included here would be any financial obligation arising out of an off-balance sheet arrangement that is accrued under FAS 5 (accounting for

Item	Triggers	Examples, Explanation and Notes
Events That Accelerate or Increase an Off-Balance Sheet Arrangement	<ul style="list-style-type: none"> ▪ Which causes an obligation of company under an off-balance sheet arrangement to increase or be accelerated or causes a contingent obligation of company under such an arrangement to become a direct financial obligation, and ▪ Where the consequences of the triggering event are material ▪ Excluded from triggers: <ul style="list-style-type: none"> ▪ Activities prior to occurrence of a triggering event under terms of the relevant agreement and satisfaction of all conditions to such occurrence, <i>except the passage of time</i> ▪ If company believes in good faith that no triggering event has occurred, <i>unless</i> company has received a notice of the occurrence of a triggering event pursuant to the terms of the agreement, transaction or arrangement 	contingencies) as a probable loss contingency
2.05 – Costs Associated with Exit or Disposal Activities	<ul style="list-style-type: none"> ▪ If the board of directors of the Company, or a committee of board, or an authorized officer if board approval is not required, commits the Company to an exit or disposal plan or otherwise disposes of a long-lived asset or terminates employees under a plan of termination as defined in FAS 146 	
2.06 – Material Impairments	<ul style="list-style-type: none"> ▪ Conclusion by the board of directors of the Company, or a committee of board, or an authorized officer if board approval is not required, that a material charge for impairment to one of more Company assets (including impairment of securities or goodwill) is required under GAAP ▪ Excluded: No 8-K filing is necessary if this determination is made in connection with the preparation, review or audit of financial statements required to be included in the next period report (10-Q, 10-K) 	
Section 3 – Securities and Trading Markets		
3.02 – Unregistered Sales of Equity Securities (Under Securities Act of 1933)	<ul style="list-style-type: none"> ▪ Sale of equity securities: (1) in a transaction that is not registered under the Securities Act, and (2) where the amount of the securities sold, in the aggregate, since the last report on 8-K, 10-Q or 10-K <u>equals or exceeds 1%</u> of the number of shares outstanding of the class of securities that is sold ▪ Excluded: Disclosure is not required if the aggregate of such security sales since the last report on 8-K, 10-Q or 10-K constitutes <u>less than 1%</u> of the number of shares outstanding of the class of securities that is sold 	
3.03 – Material Modification to Rights of Security Holders	<p>Item 3.03(a): Material modification to the instruments defining the rights of the holders of any class of the Company’s registered securities</p> <p>Item 3.03(b): Material limitation or qualification of rights of the holders of any class of registered securities due to issuance or modification, by the</p>	<ul style="list-style-type: none"> ▪ Working capital restrictions and other limitations upon the payment of dividends must be reported under Item 3.03

Item	Triggers	Examples, Explanation and Notes
	Company, of any <u>other class</u> of securities	
Section 4 – Matters Related to Accountants and Financial Statements		
4.01(a) – Changes in Certifying Accountant	<p>Item 4.01(a): If the current auditor resigns or is dismissed or refuses to stand for reappointment</p> <p>Item 4.01(b): If a new independent auditor is engaged</p>	
Section 5 – Corporate Governance and Management		
<p>5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers</p>	<p>Item 5.02(a): If a director resigns or refuses to stand for re-election due to a disagreement on matters related to Company’s operations, policies or practices, or if a director has been removed for cause</p> <p>Item 5.02(b): If the Company’s principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or person performing similar function retires, resigns or is terminated or if a director retires, resigns or is removed or refuses to stand for re-election other than for a reason stated above.</p> <p>Item 5.02(c): Appointment of a new principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or person performing similar function</p> <p>Item 5.02(d): Election of a new director, except by vote of security holders at an annual meeting or special meeting convened for that purpose</p> <p>Item 5.02(e):</p> <ul style="list-style-type: none"> ▪ Company enters into, adopts or otherwise commences a material compensatory plan, contract or arrangement with its principal executive officer, principal financial officer or a named executive officer ▪ Material amendment or modification of such a compensatory plan, contract or arrangement ▪ Material grant or award under any such plan, contract or arrangement is made to a covered officer ▪ Material modification of such a grant or award <p>Item 5.02(f): Revised amounts of salary and/or bonus that are now calculable, as well as any other information that would have been required about such amounts if the information had been included in Summary Compensation Table in the Proxy Statement</p>	<p>Excluded from all Item 5.02 triggers are companies that are wholly-owned subsidiaries of issuers with a class of securities registered under Section 12 of the Exchange Act</p> <p>Excluded from disclosure under Item 5.02(e) are grants or awards (or modifications thereto) made pursuant to a plan, contract or arrangement (whether involving cash or equity), that are materially consistent with the previously disclosed terms of such plan, contract or arrangement, provided that the Company has previously disclosed such terms and the grant, award or modification is disclosed when required by regulation</p> <p>Note that, if the information about any of the following items is not determined or is unavailable at the time of the filing, the Company must state that in the original filing and then file an amendment containing that information once it is determined or becomes available:</p> <ul style="list-style-type: none"> ▪ any material plans, contracts or arrangements to which the officer is a party or participate in or is materially amended with his appointment; ▪ any grants or awards, or modifications to existing grants or awards, under any such plans, contracts or arrangements in connection with his appointment; ▪ the committees of the Board to which a new director will be named, or any related person transaction involving Company and new director
5.05 – Amendments to the Registrant’s Code of Ethics	<ul style="list-style-type: none"> ▪ Disclosure of amendments to or waiver of a provision of a registrant’s code of ethics ▪ Excluded: Technical, administrative or other non-substantive 	

Item	Triggers	Examples, Explanation and Notes
or Waiver of a Provision of the Code of Ethics	amendments are not included	
5.07 – Submission of Matters to a Vote of Security Holders	<ul style="list-style-type: none"> ▪ Matter submitted to a vote of security holders 	<ul style="list-style-type: none"> ▪ An 8-K is required in order to disclose vote results; another 8-K is required within 150 days to disclose the Company's determination on the frequency vote
Section 7 – Regulation FD		
7.01 – Regulation FD Disclosure	<ul style="list-style-type: none"> ▪ The disclosure of material nonpublic information to certain people (in general, securities market professionals and holders of the issuer's securities who may well trade on the basis of the information) requires the public disclosures of that information 	<ul style="list-style-type: none"> ▪ The timing of the filing of the 8-K depends on whether the disclosure was intentional or unintentional
Other Events That Trigger Form 8-K Filing Requirements		
<ul style="list-style-type: none"> ➤ Amendment to charter or bylaws if not disclosed in a proxy statement ➤ Results of Operation and Financial Condition ➤ Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Company notifies an exchange that it is aware of a material non-compliance with listing standards; if definitive action has been taken by the Board, a committee of the Board or an officer, if Board approval is not required to withdraw or terminate a listing ➤ Financial Statements and Exhibits for business combinations including pro forma financial information ➤ Change in control ➤ Non-reliance on previously issued financial statements ➤ Change in fiscal year ➤ Black out periods under employee benefit plans ➤ Bankruptcy or receivership ➤ Change in status of a Shell Company ➤ Certain transactions related to Asset Backed Securities 		