

## MELROSE PLC

### **Publication of Annual Financial Report and Notice of Annual General Meeting Proposed Amendments to Incentive Share Arrangements and Notice of General Meeting**

16 April 2009

Melrose PLC (the "**Company**") announces today that it is posting to shareholders its Annual Financial Report for the year to 31 December 2008, which contains the Notice of Annual General Meeting (the "**AGM**") to be held at 11.00 a.m. on 14 May 2009 at the offices of Investec at the Diagonal Room, 2 Gresham Street, London EC2V 7QP.

The Company's preliminary results announcement on 11 March 2009 included, in addition to the preliminary results, the text of the Chairman's statement, Chief Executive's review and Finance Director's review, in each case as contained in the Annual Financial Report. The appendix to this announcement sets out the disclosure on related party transactions and the Directors' Responsibility Statement contained in the Annual Financial Report in accordance with Disclosure & Transparency Rule 6.3.5(2).

Enclosed with the Annual Financial Report is a circular to the Company's shareholders (the "**Shareholder Circular**") setting out proposals for certain amendments to the Company's incentive share arrangements and containing a Notice of General Meeting to be held at 11.15 a.m. (or as soon thereafter as the AGM has been concluded) on 14 May 2009 at the same venue as the AGM. The Shareholder Circular includes an explanation of the proposed amendments and their impact on the Company. The proposed amendments will not change the calculation of value received by holders of the existing incentive shares from the Company. The proposed amendments constitute a related party transaction for the purposes of the Listing Rules.

The Company confirms that two copies of the Annual Financial Report for 2008, Notice of AGM, Shareholder Circular and proxy forms for the AGM and General Meeting have been sent to the UK Listing Authority and will shortly be available for inspection at the UK Listing Authority's Document Viewing Facility which is located at:

The Financial Services Authority  
25 The North Colonnade  
Canary Wharf  
London E14 5HS

They are also available on the Company's website under Investors: [www.melroseplc.net](http://www.melroseplc.net)

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## APPENDIX

### Related Party Transactions

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

The Group did not enter into any transactions in the ordinary course of business with joint ventures during the current or prior year.

Sales to and purchases from related parties are priced at arms length transactions and generally are settled on 30 day terms.

### Remuneration of key management personnel

The remuneration of the Directors, who are the key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures. Further information about the remuneration of individual Directors is provided in the audited part of the Directors' Remuneration report on page 39 of the Annual Financial Report.

	Year ended 31 December 2008 £000	Year ended 31 December 2007 £000
Short term employee benefits	2.3	2.1
Share based payment	1.7	1.6
	4.0	3.7

### Directors' Responsibility Statement

The directors confirm to the best of their knowledge:

1. The financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
2. The Chairman's statement, Chief Executive's review and Finance Director's review, which are incorporated into the Directors' report, include a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties they face.