

Melrose PLC
Result of Annual General Meeting Proxy Voting - 9 May 2012

Details of proxy votes received prior to the meeting are shown below:

Ordinary Resolutions

Special Resolutions	Votes FOR*	% of votes cast FOR	Votes AGAINST	% of votes cast AGAINST	Total % of issued capital voted**	Votes Withheld***
1 – To receive the annual report and financial statements for the year ended 31 December 2011	336,098,712	98.77%	4,196,242	1.23%	80.63%	111,668
2 – To approve the 2011 Directors' Remuneration Report	318,789,827	96.02%	13,200,709	3.98%	80.63%	8,416,086
3 – To declare a final dividend of 8.4p per ordinary share	340,294,402	100.00%	1,321	0.00%	80.63%	110,899
4 – To re-elect Mr Christopher Miller as a Director	330,740,950	98.14%	6,253,462	1.86%	80.63%	3,412,210
5 – To re-elect Mr David Roper as a Director	336,012,857	98.74%	4,270,506	1.26%	80.63%	123,259
6 – To re-elect Mr Simon Peckham as a Director	335,928,217	98.72%	4,352,396	1.28%	80.63%	126,009
7 – To re-elect Mr Geoffrey Martin as a Director	336,009,815	98.74%	4,270,798	1.26%	80.63%	126,009
8 – To re-elect Mr Miles Templeman as a Director	333,887,916	98.17%	6,236,766	1.83%	80.63%	281,940
9 – To re-elect Mr Perry Crosthwaite as a Director	333,892,677	98.17%	6,230,999	1.83%	80.63%	282,946
10 – To re-elect Mr John Grant as a Director	331,895,363	97.58%	8,225,006	2.42%	80.63%	286,253
11 – To elect	337,474,315	99.18%	2,795,683	0.82%	80.63%	136,624

Mr Justin Dowley as a Director						
12 – To re-appoint Deloitte LLP as auditor and to authorise the Directors to set the auditor’s remuneration	243,391,356	93.41%	17,183,729	6.59%	80.63%	79,831,537
13 – To renew the authority given to Directors to allot shares	322,237,959	99.24%	2,456,060	0.76%	80.63%	15,712,603

Special Resolutions

14 – To give the Directors authority to allot equity securities without application of pre-emption rights	340,145,700	99.96%	135,268	0.04%	80.63%	125,654
15 – To authorise market purchases of shares	340,210,139	99.98%	76,984	0.02%	80.63%	119,499
16 – To approve the calling of a general meeting other than an Annual General Meeting on not less than 14 clear days’ notice	333,069,105	97.88%	7,219,565	2.12%	80.63%	117,952

* Includes discretionary votes.

** Includes votes withheld.

*** A vote ‘Withheld’ is not a vote in law and is not counted towards the proportion of votes ‘For’ or ‘Against’ a resolution.

There are currently 422,209,012 Ordinary Shares of 14/55p in Melrose PLC in issue.