

Melrose Industries PLC
Result of Annual General Meeting Proxy Voting - 8 May 2013

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 2012	920,250,940	98.35%	15,470,913	1.65%	74.01%	1,732,256
2 – To approve the 2012 Directors' Remuneration Report	760,449,382	84.53%	139,210,403	15.47%	74.01%	37,794,324
3 – To declare a final dividend of 5.0p per ordinary share	927,238,818	98.91%	10,215,291	1.09%	74.01%	0
4 – To re-elect Mr Christopher Miller as a Director	894,742,226	96.36%	33,772,204	3.64%	74.01%	8,939,679
5 – To re-elect Mr David Roper as a Director	926,138,897	98.80%	11,288,613	1.20%	74.01%	26,599
6 – To re-elect Mr Simon Peckham as a Director	926,920,404	98.88%	10,509,464	1.12%	74.01%	24,241
7 – To re-elect Mr Geoffrey Martin as a Director	926,327,073	98.82%	11,103,005	1.18%	74.01%	24,031
8 – To re-elect Mr Miles Templeman as a Director	854,134,728	91.70%	77,342,939	8.30%	74.01%	5,976,442
9 – To re-elect Mr Perry Crosthwaite as a Director	859,722,912	92.59%	68,790,853	7.41%	74.01%	8,940,344
10 – To re-elect Mr John Grant as a Director	934,546,321	99.69%	2,876,593	0.31%	74.01%	31,195
11 – To re-elect Mr Justin Dowley as a Director	934,549,357	99.69%	2,877,192	0.31%	74.01%	27,560

12 – To re-appoint Deloitte LLP as auditor of the Company	926,071,706	98.79%	11,374,149	1.21%	74.01%	8,254
13 - To authorise the Directors to determine the auditor's remuneration	934,728,181	99.72%	2,633,634	0.28%	74.01%	92,294
14 – To renew the authority given to Directors to allot shares	918,512,949	99.30%	6,445,010	0.70%	74.01%	12,496,150

Special Resolutions

15 – To give the Directors authority to allot equity securities without application of pre-emption rights	937,148,047	99.97%	261,351	0.03%	74.01%	44,711
16 – To authorise market purchases of shares	937,309,563	99.99%	124,654	0.01%	74.01%	19,892
17 – To approve the calling of a general meeting other than an Annual General Meeting on not less than 14 clear days' notice	894,985,180	95.47%	42,444,232	4.53%	74.01%	24,697

* 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 1,266,627,036 Ordinary Shares of 0.1 pence in Melrose Industries PLC in issue.

