

**Melrose PLC**  
**Result of General Meeting Proxy Voting – 16 July 2012**

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

**Ordinary Resolutions**

	<b>Votes FOR*</b>	<b>% of votes cast FOR</b>	<b>Votes AGAINST</b>	<b>% of votes cast AGAINST</b>	<b>Total % of issued capital voted**</b>	<b>Votes Withheld***</b>
<b>1 - To approve the Acquisition</b>	290,390,015	99.98%	56,170	0.02	69.05%	1,086,550
<b>2 – Subject to and conditional on the passing of Resolution 1, to authorise the Directors to issue and allot Ordinary Shares or to grant rights to subscribe for or to convert any securities into Ordinary Shares (to be used in connection with the Rights Issue).</b>	289,903,342	99.81%	542,079	0.19%	69.05%	1,087,314
<b>3 – Subject to and conditional on Admission, in addition to the authorities granted pursuant to Resolution 2 but in substitution for the authority granted pursuant to resolution 13 passed at the 2012 AGM, to authorise the Directors to allot shares in the Company and grant rights to subscribe for, or to convert any securities into, shares in the Company.</b>	290,770,941	99.74%	749,385	0.26%	69.05%	12,409

## Special Resolutions

	Votes FOR*	% of votes cast FOR	Votes AGAINST	% of votes cast AGAINST	Total % of issued capital voted**	Votes Withheld***
4 – In substitution for the authority granted pursuant to resolution 14 passed at the 2012 AGM and subject to and conditional on Admission and the passing of Resolution 3, to empower the Directors to allot equity securities for cash pursuant to the authority conferred by Resolution 3 and/or to sell Ordinary Shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561(1) of the 2006 Act.	291,476,524	99.99%	31,670	0.01%	69.05	24,541
5 – In substitution for the authority granted pursuant to resolution 15 passed at the 2012 AGM and subject to and conditional on Admission, to authorise the Company to make one or more market purchases of Ordinary Shares.	291,401,227	99.99%	28,996	0.01%	69.05	102,512

\* 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.

Based on an Ordinary Share capital of 422,209,012 Ordinary Shares of 14/55p in Melrose PLC .

