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

<table>
<thead>
<tr>
<th>Special Resolutions</th>
<th>Votes FOR*</th>
<th>% of votes cast FOR</th>
<th>Votes AGAINST</th>
<th>% of votes cast AGAINST</th>
<th>Total % of issued capital voted**</th>
<th>Votes Withheld***</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 – To receive the annual report and financial statements for the year ended 31 December 2012</td>
<td>920,250,940</td>
<td>98.35%</td>
<td>15,470,913</td>
<td>1.65%</td>
<td>74.01%</td>
<td>1,732,256</td>
</tr>
<tr>
<td>2 – To approve the 2012 Directors’ Remuneration Report</td>
<td>760,449,382</td>
<td>84.53%</td>
<td>139,210,403</td>
<td>15.47%</td>
<td>74.01%</td>
<td>37,794,324</td>
</tr>
<tr>
<td>3 – To declare a final dividend of 5.0p per ordinary share</td>
<td>927,238,818</td>
<td>98.91%</td>
<td>10,215,291</td>
<td>1.09%</td>
<td>74.01%</td>
<td>0</td>
</tr>
<tr>
<td>4 – To re-elect Mr Christopher Miller as a Director</td>
<td>894,742,226</td>
<td>96.36%</td>
<td>33,772,204</td>
<td>3.64%</td>
<td>74.01%</td>
<td>8,939,679</td>
</tr>
<tr>
<td>5 – To re-elect Mr David Roper as a Director</td>
<td>926,138,897</td>
<td>98.80%</td>
<td>11,288,613</td>
<td>1.20%</td>
<td>74.01%</td>
<td>26,599</td>
</tr>
<tr>
<td>6 – To re-elect Mr Simon Peckham as a Director</td>
<td>926,920,404</td>
<td>98.88%</td>
<td>10,509,464</td>
<td>1.12%</td>
<td>74.01%</td>
<td>24,241</td>
</tr>
<tr>
<td>7 – To re-elect Mr Geoffrey Martin as a Director</td>
<td>926,327,073</td>
<td>98.82%</td>
<td>11,103,005</td>
<td>1.18%</td>
<td>74.01%</td>
<td>24,031</td>
</tr>
<tr>
<td>8 – To re-elect Mr Miles Templeman as a Director</td>
<td>854,134,728</td>
<td>91.70%</td>
<td>77,342,939</td>
<td>8.30%</td>
<td>74.01%</td>
<td>5,976,442</td>
</tr>
<tr>
<td>9 – To re-elect Mr Perry Crosthwaite as a Director</td>
<td>859,722,912</td>
<td>92.59%</td>
<td>68,790,853</td>
<td>7.41%</td>
<td>74.01%</td>
<td>8,940,344</td>
</tr>
<tr>
<td>10 – To re-elect Mr John Grant as a Director</td>
<td>934,546,321</td>
<td>99.69%</td>
<td>2,876,593</td>
<td>0.31%</td>
<td>74.01%</td>
<td>31,195</td>
</tr>
<tr>
<td>11 – To re-elect Mr Justin Dowley as a Director</td>
<td>934,549,357</td>
<td>99.69%</td>
<td>2,877,192</td>
<td>0.31%</td>
<td>74.01%</td>
<td>27,560</td>
</tr>
<tr>
<td>Resolution</td>
<td>Votes For</td>
<td>% For</td>
<td>Votes Against</td>
<td>% Against</td>
<td>For %</td>
<td>Against %</td>
</tr>
<tr>
<td>------------</td>
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</tr>
<tr>
<td>12 – To re-appoint Deloitte LLP as auditor of the Company</td>
<td>926,071,706</td>
<td>98.79%</td>
<td>11,374,149</td>
<td>1.21%</td>
<td>74.01%</td>
<td>8,254</td>
</tr>
<tr>
<td>13 - To authorise the Directors to determine the auditor’s remuneration</td>
<td>934,728,181</td>
<td>99.72%</td>
<td>2,633,634</td>
<td>0.28%</td>
<td>74.01%</td>
<td>92,294</td>
</tr>
<tr>
<td>14 – To renew the authority given to Directors to allot shares</td>
<td>918,512,949</td>
<td>99.30%</td>
<td>6,445,010</td>
<td>0.70%</td>
<td>74.01%</td>
<td>12,496,150</td>
</tr>
</tbody>
</table>

**Special Resolutions**

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

* 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.