

**Melrose Industries PLC**  
**Result of Annual General Meeting Proxy Voting – 13 May 2014**

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

**Ordinary Resolutions**

<b>Special Resolutions</b>	<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 receive the annual report and financial statements for the year ended 31 December 2013</b>	716,263,024	99.35%	4,687,297	0.65%	68.49%	13,132,430
<b>2 – To approve the 2013 Directors' Remuneration Report</b>	678,912,088	95.78%	29,894,346	4.22%	68.49%	25,276,317
<b>3 – To approve the 2013 Directors' Remuneration Policy</b>	528,635,478	77.39%	154,418,839	22.61%	68.49%	51,028,433
<b>4 – To declare a final dividend of 5.0p per ordinary share</b>	733,896,936	100.00%	4,158	0.00%	68.49%	181,657
<b>5 – To re-elect Mr Christopher Miller as a Director</b>	654,379,391	89.98%	72,840,060	10.02%	68.49%	6,863,299
<b>6 – To re-elect Mr David Roper as a Director</b>	721,616,787	98.33%	12,244,746	1.67%	68.49%	221,218
<b>7 – To re-elect Mr Simon Peckham as a Director</b>	721,619,579	98.33%	12,242,312	1.67%	68.49%	220,860
<b>8 – To re-elect Mr Geoffrey Martin as a Director</b>	721,621,750	98.33%	12,242,085	1.67%	68.49%	218,916
<b>9 – To re-elect Mr Perry Crosthwaite as a Director</b>	727,276,503	99.86%	1,048,951	0.14%	68.49%	5,757,296

<b>10 – To re-elect Mr John Grant as a Director</b>	732,830,119	99.86%	1,029,586	0.14%	68.49%	223,116
<b>11 – To re-elect Mr Justin Dowley as a Director</b>	725,533,583	99.77%	1,665,686	0.23%	68.49%	6,883,481
<b>12 – To elect Ms Liz Hewitt as a Director of the Company</b>	732,015,115	99.76%	1,754,350	0.25%	68.49%	313,355
<b>13 – To re-appoint Deloitte LLP as auditor of the Company</b>	720,232,452	99.04%	7,006,298	0.96%	68.49%	6,844,000
<b>14 – To authorise the Directors to determine the auditor’s remuneration</b>	728,277,872	99.27%	5,339,590	0.73%	68.49%	465,288
<b>15 – To renew authority given to Directors to allot shares</b>	721,938,549	98.62%	10,069,427	1.38%	68.49%	2,074,775

### Special Resolutions

<b>16 – To give Directors authority to allot equity securities without application of pre-emption rights</b>	733,426,870	99.95%	382,917	0.05%	68.49%	272,964
<b>17 – To authorise market purchases of shares</b>	733,182,760	99.91%	684,905	0.09%	68.49%	215,086
<b>18 – To approve the calling of a general meeting other than an Annual General Meeting on not less than 14 clear days’ notice</b>	694,703,319	94.66%	39,186,808	5.34%	68.49%	192,624

- \* 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 1,071,761,339 Ordinary Shares of 13/110 pence in Melrose Industries PLC in issue.**