

29 October 2015



## MELROSE INDUSTRIES PLC

### RESULTS OF THE COURT MEETING AND THE GENERAL MEETING

On 6 October 2015, Melrose Industries PLC (“Melrose”) announced its intention to implement a corporate reorganisation in order to efficiently and promptly return the proceeds of the disposal of the Elster Group (“the Disposal”) to shareholders. The corporate reorganisation involves three related actions:

- (a) The Scheme: a new holding company (“New Melrose”) will be introduced for the Melrose Group by means of a Court-sanctioned scheme of arrangement;
- (b) The Initial Reduction of Capital: after the Scheme becomes effective, it is then intended that a Court-confirmed reduction of capital of New Melrose will be used to create distributable reserves, currently expected to be between £50 and 150 million; and
- (c) The Proposed Return of Capital: subject to the Scheme becoming effective and the completion of the Disposal, New Melrose intends to capitalise its merger reserves and undertake a Court-confirmed return of capital to shareholders of between £2.0 and 2.5 billion.

A circular (the “Circular”) was posted to shareholders on 6 October 2015 containing, amongst other things, the terms of the Scheme, the Initial Reduction of Capital, the Proposed Return of Capital and related share consolidation, notices convening the requisite Court Meeting and General Meeting and details of the action to be taken by shareholders.

Melrose announces that the Scheme was approved by the requisite majority at the Court Meeting held earlier today and that all resolutions regarding the proposed corporate reorganisation of which the Scheme forms part, the Initial Reduction of Capital and the Proposed Return of Capital were passed at today's General Meeting.

Completion of the proposed reorganisation remains subject to the conditions set out in the Circular, including the sanction of the Scheme by the Court, the hearing in respect of which is expected to take place on 18 November 2015.

The expected timetable of remaining key events is provided below:

	<b>2015</b>
Court Hearing of the claim form to sanction the Scheme	18 November
Last day for dealings in Old Melrose Ordinary Shares	18 November
Scheme Record Date	18 November
Scheme Record Time	6:00 p.m. on 18 November
Effective Date of the Scheme	19 November
Delisting of Old Melrose Ordinary Shares, Admission of New Melrose Ordinary Shares, crediting of New Melrose Ordinary Shares to CREST accounts and dealings in New Melrose Ordinary Shares commence on the London Stock Exchange's main market for listed securities	8.00 a.m. on 19 November
Name changes expected to become effective	19 November
Court Hearing of the claim form to confirm the Initial Reduction of Capital	20 November
Initial Reduction of Capital becomes effective	23 November

Following the completion of the Disposal, which is expected to occur in the first quarter of 2016, steps will be taken to effect the Proposed Return of Capital, unless the Board considers that it is no longer in the best interests of shareholders to do so. Whilst the precise timing of the Proposed Return of Capital will depend, among other things, on the availability of Court dates, New Melrose would seek to return capital to shareholders within 5 to 7 weeks following the completion of the Disposal. The Proposed Return of Capital will require two court hearings, but no further general meeting of the shareholders of New Melrose.

All references in this document to times are to London time unless otherwise stated.

Copies of the resolutions have been submitted to the National Storage Mechanism in accordance with rule 9.6.2 of the UK Listing Rules and will be available for inspection at [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm).

Details of the proxy votes received will shortly be available on the Melrose website.

Terms used in this announcement shall have the same meaning as set out in the Circular.

-ends-

**Enquiries:**

**Montfort Communications**

**Financial PR**

Charlotte McMullen

+44 (0)7921 881 800