

Melrose Industries PLC

1. Results of Annual General Meeting

The Annual General Meeting of Melrose Industries PLC was held on Wednesday, 11 May 2017.

The table below sets out the results of the poll on all 17 resolutions. Each shareholder, present in person or by proxy, was entitled to one vote per share held.

Resolutions	Votes 'For'*	% of Votes Cast 'For'	Votes 'Against'	% of Votes Cast 'Against'	Total Issued Share Capital Voted	Total % of Issued Share Capital Voted	Votes Withheld *
1. To receive the financial statements for the financial year ended 31 December 2016	1,447,060,651	98.82	17,253,473	1.18	1,464,314,124	77.61%	16,420
2. To approve the Directors' remuneration report for the year ended 31 December 2016	1,453,684,782	99.28	10,525,099	0.72	1,464,209,881	77.61%	120,663
3. To declare a final dividend of 1.9 pence per ordinary share	1,456,132,623	99.44	8,165,781	0.56	1,464,298,404	77.61%	9,795
4. To re-elect Christopher a Miller at Director of the Company	1,421,360,282	98.29	24,717,527	1.71	1,446,077,809	76.64%	18,252,735
5. To re-elect David Roper as a Director of the Company	1,443,438,374	99.15	12,324,665	0.85	1,455,763,039	77.16%	8,567,505
6. To re-elect Simon Peckham as a Director of the Company	1,455,112,426	99.37	9,166,169	0.63	1,464,278,595	77.61%	51,949

7. To re-elect Geoffrey Martin as a Director of the Company	1,453,388,315	99.26	10,889,966	0.74	1,464,278,281	77.61%	52,263
8. To re-elect Justin Dowley as a Director of the Company	1,460,003,938	99.71	4,247,698	0.29	1,464,251,636	77.61%	78,908
9. To re-elect Liz Hewitt as a Director of the Company	1,459,456,918	99.67	4,843,621	0.33	1,464,300,539	77.61%	30,005
10. To elect David Lis as a Director of the Company	1,451,499,913	99.13	12,773,545	0.87	1,464,273,458	77.61%	57,086
11. To re-appoint Deloitte LLP as auditor of the Company	1,425,516,245	97.35	38,774,507	2.65	1,464,290,752	77.61%	56,646
12. To authorise the Audit Committee to determine the auditor's remuneration	1,444,722,501	98.66	19,550,707	1.34	1,464,273,208	77.61%	57,336
13. To renew the authority given to Directors to allot shares	1,446,960,386	98.82	17,349,880	1.18	1,464,310,266	77.61%	20,278

Special Resolutions

Resolutions	Votes 'For'*	% of Votes Cast 'For'	Votes 'Against'	% of Votes Cast 'Against'	Total Issued Share Capital Voted	Total % of Issued Share Capital Voted	Votes Withheld *
14. To give the Directors authority to allot equity securities without application of pre-emption rights	1,463,928,905	99.98	298,295	0.02	1,464,227,200	77.61%	103,344

15. To give the Directors authority to allot equity securities used only for the purpose of financing a transaction which the Directors determine to be an acquisition or other capital investment	1,434,491,219	97.97	29,736,525	2.03	1,464,227,744	77.61%	102,800
16. To authorise market purchase of shares	1,446,162,306	98.76	18,145,379	1.24	1,464,307,685	77.61%	22,859
17. To approve the calling of a general meeting other than an Annual General Meeting on no less than 14 days' notice	1,437,390,416	98.16	26,927,850	1.84	1,464,318,266	77.61%	12,278

There are currently 1,886,746,589 Ordinary Shares of 48/7 pence in Melrose Industries PLC in issue.

* Includes discretionary votes

** A vote 'Withheld' is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.

2. Resolutions submitted to National Storage Mechanism

Melrose Industries PLC has today submitted to the National Storage Mechanism, copies of resolutions passed at the Annual General Meeting on 11 May 2017 concerning items other than ordinary business. These documents will shortly be available for inspection at:

Melrose Industries PLC
11th Floor
The Colmore Building
20 Colmore Circus Queensway
Birmingham
West Midlands
B4 6AT

Enquires:

Montfort Communications: Charlotte McMullen/Sophie Blythe/Hannah Glynn

mcmullen@montfort.london

blythe@montfort.london

glynn@montfort.london

+44 (0) 203 514 0897