

Melrose Industries PLC
Result of Court Meeting and General Meeting
Final poll and proxy voting figures – 29 October 2015

COURT MEETING:

Earlier today Melrose Industries PLC announced that its proposed Scheme of Arrangement had been approved by the requisite majority of shareholders at a Court Meeting held this morning. Voting was carried out via a Poll at the meeting and details of the result are shown below (which includes proxy votes received prior to the meeting):

	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
To approve the Scheme of Arrangement	776,868,966	99.99%	39,146	0.01%	776,908,112	78.06%	0

GENERAL MEETING:

Following the successful outcome of the Court Meeting this morning a General Meeting was held at which the five special resolutions were approved. Details of proxy votes received prior to the meeting for each of the resolutions are shown below:

	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 implement the Scheme of Arrangement	770,773,229	99.99%	38,948	0.01%	774,096,785	77.78%	3,284,608
2 – To approve the Initial Reduction of Capital	770,773,586	100.00%	35,578	0.00%	774,096,785	77.78%	3,287,621
3 – To approve the allotment and issue of the B Shares	770,733,072	99.99%	38,843	0.01%	774,096,785	77.78%	3,324,870

4 – To approve the Proposed Return of Capital	770,737,994	99.99%	72,915	0.01%	774,096,785	77.78%	3,285,876
5 – To approve the Share Capital Consolidation	770,732,672	99.99%	76,155	0.01%	774,096,785	77.78%	3,287,958

Notes

- i. Where shareholders appointed the Chairman as their proxy with discretion as to voting, their votes were cast in favour of the resolution and their shares have been included within the votes 'FOR' column.
- ii. A vote 'WITHHELD' is not a vote in law and is not counted in the calculation of percentages of the votes cast against a resolution.
- iii. Prior to the meeting there were 995,206,966 ordinary shares of 7/55p in issue.