

## Melrose Industries PLC

### Results of Annual General Meeting

The Annual General Meeting of Melrose Industries PLC was held on Thursday, 14 May 2015.

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.

#### Ordinary Resolutions

RESOLUTION	FOR*	%	AGAINST	%	TOTAL	VOTES WITHHELD**
1. To receive the financial statements for the year ended 31 December 2014	723,852,626	99.36	4,674,121	0.64	728,526,747	14,336,250
2. To approve the 2014 Directors' remuneration report	693,158,293	93.52	48,014,811	6.48	741,173,104	1,689,892
3. To declare a final dividend of 5.3p per ordinary share	742,583,868	100.00	3,826	0.00	742,587,694	275,303
4. To re-elect Christopher Miller as a Director	671,395,660	91.13	65,328,973	8.87	736,724,633	6,138,362
5. To re-elect David Roper as a Director	706,237,667	95.11	36,303,605	4.89	742,541,272	321,725
6. To re-elect Simon Peckham as a Director	707,125,705	95.23	35,428,364	4.77	742,554,069	308,928
7. To re-elect Geoffrey Martin as a Director	707,114,010	95.23	35,434,597	4.77	742,548,607	314,390
8. To re-elect Perry Crosthwaite as a Director	720,430,547	97.75	16,592,381	2.25	737,022,928	5,840,068
9. To re-elect John Grant as a Director	738,111,341	99.40	4,442,823	0.60	742,554,164	308,832
10. To re-elect Justin Dowley as a Director	737,906,693	99.37	4,642,922	0.63	742,549,615	313,381
11. To re-elect Liz Hewitt as a Director	682,000,216	99.54	3,163,519	0.46	685,163,735	57,699,261
12. To re-appoint Deloitte LLP as auditor	721,200,090	97.13	21,328,746	2.87	742,528,836	334,160

<b>13. To authorise the Audit Committee to determine the auditor's remuneration</b>	692,248,136	98.00	14,133,135	2.00	706,381,271	36,481,726
<b>14. To renew the authority given to Directors to allot shares</b>	730,933,535	98.90	8,129,112	1.10	739,062,647	3,800,350

### Special Resolutions

<b>15. To give the Directors authority to allot equity securities without application of pre-emption rights</b>	716,300,237	97.23	20,377,123	2.77	736,677,360	6,185,635
<b>16. To authorise market purchases of shares</b>	742,136,321	99.96	263,496	0.04	742,399,817	463,180
<b>17. To approve the calling of a general meeting other than an Annual General Meeting on not less than 14 clear days' notice</b>	715,563,374	96.36	27,005,397	3.64	742,568,771	294,226

There were 995,206,966 Ordinary Shares of 7/55 pence in Melrose Industries PLC in issue at the date of the meeting.

\* 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.