

## Melrose Industries PLC

### 1. Results of Annual General Meeting

The Annual General Meeting of Melrose Industries PLC was held on Thursday, 10 May 2018.

The table below sets out the results of the poll on all 18 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 2017	3,068,982,579	95.21	154,443,822	4.79	3,223,426,401	70.67%	41,605,910
2. To approve the Directors' remuneration report for the year ended 31 December 2017	2,427,360,622	77.13	719,758,462	22.87	3,147,119,084	69.00%	117,913,228
3. To declare a final dividend of 2.8 pence per ordinary share	3,262,492,519	99.97	848,007	0.03	3,263,340,526	71.55%	1,691,787
4. To re-elect Christopher Miller as a Director of the Company	2,975,429,573	91.18	287,866,475	8.82	3,263,296,048	71.55%	1,736,264
5. To re-elect David Roper as a Director of the Company	3,208,301,043	98.31	54,989,332	1.69	3,263,290,375	71.55%	1,741,938
6. To re-elect Simon Peckham as a Director of the Company	3,215,056,946	98.52	48,238,967	1.48	3,263,295,913	71.55%	1,736,400

7. To re-elect Geoffrey Martin as a Director of the Company	3,212,453,365	98.44	50,794,748	1.56	3,263,248,113	71.55%	1,784,200
8. To re-elect Justin Dowley as a Director of the Company	3,093,233,073	94.79	170,035,982	5.21	3,263,269,055	71.55%	1,763,257
9. To re-elect Liz Hewitt as a Director of the Company	3,118,190,897	95.55	145,088,675	4.45	3,263,279,572	71.55%	1,752,741
10. To re-elect David Lis as a Director of the Company	2,823,590,604	93.80	186,658,406	6.20	3,010,249,010	66.00%	254,783,302
11. To elect Archie G. Kane as a Director of the Company	3,245,706,211	99.46	17,554,216	0.54	3,263,260,427	71.55%	1,768,886
12. To re-appoint Deloitte LLP as auditor of the Company	2,917,318,791	89.40	345,976,957	10.60	3,263,295,748	71.55%	1,733,564
13. To authorise the Audit Committee to determine the auditor's remuneration	3,256,432,905	99.79	6,784,703	0.21	3,263,217,608	71.54%	1,814,705
14. To renew the authority given to Directors to allot shares	3,209,320,102	98.30	55,456,627	1.70	3,264,776,729	71.58%	255,584

### 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 *
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15. To give the Directors authority to allot equity securities without application of pre-emption rights	3,263,975,331	99.98	591,722	0.02	3,264,567,053	71.57%	465,260
16. 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	3,147,063,122	96.40	117,538,348	3.60	3,264,601,470	71.58%	430,842
17. To authorise market purchase of shares	3,216,880,298	98.59	45,878,897	1.41	3,262,759,195	71.53%	2,263,107
18. To approve the calling of a general meeting other than an Annual General Meeting on no less than 14 days' notice	3,140,349,406	96.23	122,940,450	3.77	3,263,289,856	71.55%	1,742,457

There are currently 4,561,086,726 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 10 May 2018 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: Nick Miles, Charlotte McMullen (+44 (0) 20 3514 0897).