

Melrose Industries PLC

1. Results of Annual General Meeting

The Annual General Meeting of Melrose Industries PLC was held on Thursday, 9 May 2019.

The table below sets out the results of the poll on all 19 resolutions. Each shareholder, present in person or by proxy, was entitled to one vote per share held.

Ordinary 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 *
1. To receive the financial statements for the financial year ended 31 December 2018	3,721,196,661	99.89	4,176,476	0.11	3,725,373,137	76.68%	30,686,567
2. To approve the Directors' remuneration report for the year ended 31 December 2018	3,140,181,120	87.83	435,280,636	12.17	3,575,461,756	73.60%	180,597,947
3. To declare a final dividend of 3.05 pence per ordinary share	3,752,671,891	99.92	2,909,041	0.08	3,755,580,932	77.30%	478,772
4. To re-elect Christopher Miller as a Director of the Company	3,541,979,660	94.32	213,370,137	5.68	3,755,349,797	77.30%	709,710
5. To re-elect David Roper as a Director of the Company	3,687,777,772	98.20	67,595,853	1.80	3,755,373,625	77.30%	685,882
6. To re-elect Simon Peckham as a Director of the Company	3,700,418,295	98.54	54,925,380	1.46	3,755,343,675	77.30%	715,832

7. To re-elect Geoffrey Martin as a Director of the Company	3,689,732,714	98.25	65,633,721	1.75	3,755,366,435	77.30%	691,875
8. To re-elect Justin Dowley as a Director of the Company	3,517,747,486	93.67	237,609,794	6.33	3,755,357,280	77.30%	699,199
9. To re-elect Liz Hewitt as a Director of the Company	3,609,648,486	96.12	145,708,031	3.88	3,755,356,517	77.30%	702,990
10. To re-elect David Lis as a Director of the Company	3,605,364,262	96.01	150,017,910	3.99	3,755,382,172	77.30%	675,929
11. To re-elect Archie G. Kane as a Director of the Company	3,196,016,235	90.52	334,809,263	9.48	3,530,825,498	72.68%	225,234,009
12. To elect Charlotte Twyning as a Director of the Company	3,747,097,077	99.78	8,247,113	0.22	3,755,344,190	77.30%	715,317
13. To re-appoint Deloitte LLP as auditor of the Company	3,535,562,117	94.15	219,759,302	5.85	3,755,321,419	77.30%	738,285
14. To authorise the Audit Committee to determine the auditor's remuneration	3,740,694,219	99.61	14,713,806	0.39	3,755,408,025	77.30%	651,679
15. To renew the authority given to Directors to allot shares	3,581,180,329	95.36	174,258,737	4.64	3,755,439,066	77.30%	620,637

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 *
16. To give the Directors authority to allot equity securities without application of pre-emption rights	3,737,840,740	99.54	17,376,373	0.46	3,755,217,113	77.30%	842,591
17. 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	3,625,138,261	96.53	130,266,105	3.47	3,755,404,366	77.30%	655,338
18. To authorise market purchase of shares	3,711,486,848	98.84	43,748,455	1.16	3,755,235,303	77.30%	824,204
19. To approve the calling of a general meeting other than an Annual General Meeting on no less than 14 days' notice	3,610,369,564	96.54	129,244,612	3.46	3,739,614,176	76.97%	16,445,331

There are currently 4,858,254,963 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 9 May 2019 concerning items other than ordinary business. These documents will shortly be available for inspection at:

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The Colmore Building
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Birmingham
West Midlands
B4 6AT

Enquires:

Montfort Communications: Nick Miles, Charlotte McMullen (+44 (0) 20 3514 0897).