

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Melrose Industries PLC (the “Company”) will be held at 11.00 am on Thursday 2 May 2024 at Butchers’ Hall, 87 Bartholomew Close, London EC1A 7EB.

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank, solicitor, accountant, fund manager or other independent financial advisor authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial advisor.

If you have sold or otherwise transferred or sell or otherwise transfer all of your shares in the Company, please send this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee or to the agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

Notice is given that the Annual General Meeting of the Company will be held at Butchers’ Hall, 87 Bartholomew Close, London EC1A 7EB at 11.00 am on Thursday 2 May 2024 for the purposes set out below. Resolutions 1 to 15 (inclusive) will be proposed as ordinary resolutions and resolutions 16 to 20 (inclusive) as special resolutions.

Ordinary resolutions

1. To receive the Company’s audited financial statements for the financial year ended 31 December 2023, together with the Directors’ report, the Strategic Report and the Auditor’s report on those financial statements.
2. To approve the Directors’ Remuneration Report for the year ended 31 December 2023, as set out on pages 128 to 152 of the Company’s 2023 Annual Report.
3. To approve the 2024 Directors’ Remuneration Policy, as set out on pages 145 to 152 of the Company’s 2023 Annual Report.
4. To approve a final dividend of 3.5 pence per ordinary share for the year ended 31 December 2023.
5. To approve the rules of the 2024 Melrose performance share plan (the “PSP”), in the form produced to the AGM and initialled by the Chairman for the purposes of identification (a summary of which is set out in the Appendix) and to authorise the Board to do all such acts and things necessary or desirable to establish and implement the PSP, and to establish such further plans based on the PSP or schedules to the PSP as the Board considers necessary or desirable but which have been modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans or schedules are treated as counting against any limits on individual or overall participation in the PSP.
6. To re-elect Peter Dilnot as a Director of the Company.
7. To elect Matthew Gregory as a Director of the Company.
8. To re-elect Justin Dowley as a Director of the Company.
9. To re-elect David Lis as a Director of the Company.
10. To re-elect Charlotte Twynning as a Director of the Company.
11. To re-elect Heather Lawrence as a Director of the Company.
12. To elect Gillian Elcock as a Director of the Company.
13. To appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
14. To authorise the Audit Committee to determine the remuneration of the auditor of the Company.
15. That, in accordance with section 551 of the Companies Act 2006 (the “Act”), the directors of the Company (the “Directors”) be and are generally and unconditionally authorised to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company (“Rights”):
 - (A) up to an aggregate nominal amount of £100,320,336; and
 - (B) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £200,640,672 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (A) of this resolution) in connection with a fully pre-emptive offer:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to expire at the conclusion of the Company’s next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 30 June 2025, but, in each case, so that the Company may make offers or agreements before the authority expires which would or might require shares to be allotted or Rights to be granted after the authority expires, and so that the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special resolutions

16. That, subject to the passing of resolution 15, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited:

- (A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (B) of resolution 15, such power shall be limited to the allotment of equity securities in connection with a fully pre-emptive offer):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (B) to the allotment (otherwise than in circumstances set out in paragraph (A) of this resolution) of equity securities pursuant to the authority granted by paragraph (A) of resolution 15 or sale of treasury shares up to a nominal amount of £15,048,050 and
- (C) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) or paragraph (B) of this resolution) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (B) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such powers to expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 30 June 2025, but, in each case, so that the Company may make offers or agreements before the power expires which would or might require equity securities to be allotted (and/or treasury shares sold) after the power expires and so that the Directors may allot equity securities (and/or sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this authority has expired.

17. That, subject to the passing of resolution 15 and in addition to any power granted under resolution 16, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- (A) limited to the allotment of equity securities pursuant to the authority granted by paragraph (A) of resolution 15 or sale of treasury shares up to a nominal amount of £15,048,050 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- (B) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) of this resolution) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such powers to expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 30 June 2025, but, in each case, so that the Company may make offers or agreements before the power expires which would or might require equity securities to be allotted (and/or treasury shares sold) after the power expires and so that the Directors may allot equity securities (and/or sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this authority has expired.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

18. That the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company provided that:

- (A) the maximum aggregate number of ordinary shares authorised to be purchased is 197,373,991;
- (B) the minimum price which may be paid for an ordinary share is the nominal value of an ordinary share at the time of such purchase;
- (C) the maximum price which may be paid for an ordinary share is not more than the higher of:
 - (i) 105% of the average of the middle-market quotation for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out, in each case, exclusive of expenses;
- (D) this authority shall expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 30 June 2025;
- (E) the Company may make a contract of purchase of ordinary shares under this authority which would or might be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract; and
- (F) any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of shareholders at the time.

19. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

20. That, subject to the confirmation of the High Court of Justice in England and Wales (the "Court"), an amount of £2,271,261,766.04 standing to the credit of the Company's share premium account and the entire amount standing to the credit of the Company's capital redemption reserve as at 5:00 pm on the day immediately preceding the day on which the Court makes an order confirming the reduction of capital be cancelled and the nominal value of each issued fully paid up ordinary share be reduced from 160/7 pence each to £0.001 each.

Recommendation

The Board believes that each of the resolutions to be proposed at the Annual General Meeting is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that ordinary shareholders vote in favour of all of the resolutions proposed, as the Directors intend to do in respect of their own beneficial holdings.

By order of the Board



Warren Fernandez
Company Secretary

2 April 2024

Registered Office:
11th Floor The Colmore Building
20 Colmore Circus Queensway
Birmingham
West Midlands
B4 6AT

Explanatory notes to the proposed resolutions

Resolutions 1 to 15 (inclusive) are proposed as ordinary resolutions, which means that for each of those resolutions to be passed, more than half the votes cast must be cast in favour of the resolution. Resolutions 16 to 20 (inclusive) are proposed as special resolutions, which means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be cast in favour of the resolution.

Resolution 1 – Receipt of 2023 Annual Report and Financial Statements

The Directors are required to lay the Company's financial statements, the Strategic Report and the Directors' and Auditor's reports on those financial statements (collectively, the "2023 Annual Report") before shareholders each year at the Annual General Meeting ("AGM").

Resolution 2 – Approval of Directors' remuneration report

The Directors' remuneration report (the "Directors' Remuneration Report") is presented in three sections:

- the annual statement from the Chairman of the Remuneration Committee;
- the annual report on remuneration; and
- the new Directors' remuneration policy, which is the subject of resolution 3.

The annual statement from the Chairman of the Remuneration Committee, set out on pages 128 to 129 (inclusive) of the 2023 Annual Report, summarises, for the year ended 31 December 2023, the major decisions taken on Directors' remuneration, any substantial changes relating to Directors' remuneration made during the year, and the context in which those changes occurred and decisions have been taken.

The annual report on remuneration, set out on pages 130 to 145 (inclusive) of the 2023 Annual Report, provides details of the remuneration paid to Directors in respect of the year ended 31 December 2023, including base salary, taxable benefits, short-term incentives, long-term incentives vested in the year, pension-related benefits, any other items in the nature of remuneration and any sum(s) recovered or withheld during the year in respect of amounts paid in earlier years.

The Company's auditors for the financial year ended 31 December 2023, Deloitte LLP, have audited those parts of the Directors' Remuneration Report which are required to be audited and their report may be found on pages 156 to 165 of the 2023 Annual Report.

The Directors' Remuneration Report is subject to an annual advisory shareholder vote by way of an ordinary resolution. Resolution 2 is to approve the Directors' Remuneration Report and will not affect the way in which the Directors' remuneration policy has been implemented.

Resolution 3 – Approval of 2024 Directors' remuneration policy

The new Directors' remuneration policy (the "2024 Directors' Remuneration Policy") is set out in full on pages 145 to 152 (inclusive) of the 2023 Annual Report. The annual statement from the Chairman of the Remuneration Committee, set out on pages 128 to 129 (inclusive) of the 2023 Annual Report, explains in more detail the background and rationale for the 2024 Directors' Remuneration Policy.

As noted in the 2024 Directors' Remuneration Policy, the 2024 Directors' Remuneration Policy will take effect immediately after the close of the AGM on 2 May 2024, subject to approval by shareholders. Payments will continue to be made to Directors and former Directors in line with existing arrangements until this date. Once the 2024 Directors' Remuneration Policy has taken effect, all payments by the Company to the Directors and any former Directors must be made in accordance with the 2024 Directors' Remuneration Policy (unless a payment has been separately approved by a shareholder resolution).

If the 2024 Directors' Remuneration Policy is approved and remains unchanged, it will be valid for three years without further shareholder approval. If the Company wishes to change the 2024 Directors' Remuneration Policy, it will need to put the revised policy to a vote again before it can be implemented. The Directors expect that the Company will next propose a resolution to approve a new Directors' remuneration policy at the Annual General Meeting to be held in 2027.

If the 2024 Directors' Remuneration Policy is not approved, the Company will, if and to the extent permitted by the Act, continue to make payments to Directors in accordance with existing arrangements and will seek shareholder approval for a revised policy as soon as is practicable.

Resolution 4 – Declaration of final dividend

The Board is recommending, and shareholders are being asked to approve, the declaration of a final dividend of 3.5 pence per ordinary share for the year ended 31 December 2023. The final dividend will, subject to shareholder approval, be paid on 8 May 2024 to the holders of ordinary shares whose names are recorded on the register of members of the Company at the close of business on 2 April 2024.

Resolution 5 – Approval of 2024 Melrose performance share plan

The Company is seeking shareholder approval for the PSP, which is proposed to succeed the 2020 Melrose Employee Share Plan which is due to crystallise on 31 May 2024.

Information on the principal features of the PSP can be found in the Appendix.

A copy of the PSP rules will be available for inspection at the Company's registered office, upon request, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice up to and including the date of the Annual General Meeting and will also be available for inspection for 15 minutes before and during the Annual General Meeting. A copy of the PSP rules will also be available for inspection on the national storage mechanism from the date of this notice until the date of the AGM.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Resolutions 6 to 12 (inclusive) – Re-election and election of Directors

In accordance with the UK Corporate Governance Code (the “Code”) and the Company’s Articles of Association (the “Articles”), every Director will stand for re-election at each AGM.

The Board considers that the contribution of each Director who is standing for re-election is, and continues to be, important to the sustainable success of the Company for the following reasons:

- Justin Dowley, Non-executive Chairman, is standing for re-election as Director due to his extensive and long-standing experience within the banking, investment and asset management sectors. Justin Dowley first joined the Board as a Non-executive Director in September 2011 and served as the Senior Independent Director in the two years prior to his appointment as Non-executive Chairman in 2019, meaning he has served on the Board for over nine years. Following positive engagement with key shareholders in 2020, the Nomination Committee and the Board approved his extended tenure to 2023, subject to annual re-election, in order to facilitate succession planning arrangements for the Board and the development of a diverse Board. Following further positive engagement with key shareholders in 2023, a further and final extension of his tenure for an additional two years was approved in order to provide certainty and stability through the completion of the demerger of Dowlais Group plc. Justin Dowley was considered independent upon his appointment as Non-executive Chairman.
- Peter Dilnot, Chief Executive Officer, a position to which he was appointed on 6 March 2024, is standing for re-election due to his deep understanding of the Melrose business model, having served as Chief Operating Officer since 2019, and having performed the role of chief executive officer for GKN Aerospace most recently since October 2023. He also brings to the Board strong sector experience in engineering and aviation, and has extensive experience in holding executive roles in listed companies.
- David Lis, Senior Independent Director, is standing for re-election due to his extensive financial experience and deep insight into the expectations of Melrose’s institutional investor base, having held several roles in investment management. He was appointed to the role of the Senior Independent Director on 5 May 2022.
- Charlotte Twyning, Non-executive Director, is standing for re-election due to her diverse range of experience and commercial acumen having held numerous senior positions across various sectors, most recently in aviation, alongside her substantial board experience.
- Heather Lawrence, Non-executive Director, is standing for re-election due to her diverse range of experience across the industrials and transportation sectors, having held senior roles within corporate finance and investment banking, as well as having the necessary expertise required to perform the role of Chair of the Audit Committee.

In accordance with the Articles:

- Matthew Gregory, Chief Financial Officer, is standing for election as a Director of the Company following his appointment to the Board with effect from 7 March 2024. Matthew brings strong management continuity and a deep understanding of GKN Aerospace, having served as its Chief Financial Officer since September 2022. Matthew has extensive experience in holding chief financial officer roles at listed companies.
- Gillian Elcock, Non-executive Director, is standing for election as a Director of the Company following her appointment to the Board with effect from 21 June 2023. Gillian brings extensive asset management and investment research experience, including covering the aerospace and defence sector, as well as insight gained from several non-executive director roles.

Biographical details of each Director standing for re-election or election (as applicable) can be found on pages 102 to 103 (inclusive) of the 2023 Annual Report. All of the Non-executive Directors standing for re-election or election (as applicable) are currently considered independent under the Code.

Resolution 13 – Appointment of auditor

On the recommendation of the Audit Committee, the Board proposes the appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company’s auditor for the financial year commencing 1 January 2024. The appointment of the Company’s current auditor, Deloitte LLP, will end following its report on the 2023 financial statements at the AGM to be held on 2 May 2024. The Company is required to appoint auditors at each general meeting at which accounts are laid before shareholders, to hold office until the next such meeting.

This resolution proposes the appointment of PwC until the conclusion of the next AGM of the Company at which accounts are laid.

Details of the transition of auditor are set out on page 122 of the 2023 Annual Report.

Resolution 14 – Authority to agree auditor’s remuneration

This resolution seeks authority for the Audit Committee to determine the level of the auditor’s remuneration.

Resolution 15 – Authority to allot shares

This resolution seeks shareholder approval to grant the Directors the authority to allot shares in the Company, or to grant rights to subscribe for or convert any securities into shares in the Company (“Rights”), pursuant to section 551 of the Act (the “Section 551 authority”). The authority contained in paragraph (A) of the resolution will be limited to an aggregate nominal amount of £100,320,336, being approximately one-third of the Company’s issued ordinary share capital (excluding treasury shares) as at 27 March 2024 (being the latest practicable date prior to the publication of this notice).

In line with guidance issued by the Investment Association, paragraph (B) of this resolution would give the Directors authority to allot shares in the Company or grant Rights in connection with a fully pre-emptive offer up to an aggregate nominal amount of £200,640,672, representing approximately two-thirds of the Company’s issued ordinary share capital (excluding treasury shares) as at 27 March 2024 (being the latest practicable date prior to the publication of this notice). This resolution provides that such amount shall be reduced by the aggregate nominal amount of any allotments or grants under paragraph (A).

As at 27 March 2024, the Company held 34,770,906 ordinary shares in treasury, representing approximately 2.64% of the Company’s issued ordinary share capital (excluding treasury shares) as at such date.

Subject to Resolution 20 being duly passed, following the Court Order (defined below) being registered with the Registrar of Companies in England and Wales, the Board will only exercise the authorities and powers described above and in paragraphs (A) and (B) of Resolution 15 up to an aggregate amount equal to one-third and two-thirds, respectively, of the Company’s share capital following the Capital Reduction (defined below).

If approved, the Section 551 authority shall, unless renewed, revoked or varied by the Company, expire at the end of the Company’s next AGM after the resolution is passed or, if earlier, at the close of business on 30 June 2024. The exception to this is that the Directors may allot shares or grant Rights after the authority has expired in connection with an offer or agreement made or entered into before the authority expired. The Directors have no present intention to exercise the Section 551 authority.

Resolutions 16 to 17 – Partial disapplication of pre-emption rights

If the Directors wish to allot new shares or other equity securities or sell treasury shares for cash (other than in connection with an executive or employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings. The statutory pre-emption rights may be disapplied by shareholders.

The purpose of resolution 16 is to authorise the Directors to allot new shares and other equity securities of the Company or sell shares held in treasury for cash: (a) in connection with a fully pre-emptive offer, subject to any arrangements that the Directors consider appropriate to deal with fractions and overseas requirements; (b) otherwise than pursuant to (a) up to an aggregate nominal value of £15,048,050, without first making an offer under company law to existing shareholders in proportion to their existing holdings; and (c) otherwise than pursuant to (a) and (b), 20% of the amount referred to in (b) for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Pre-emption Group’s Statement of Principles (the “Pre-emption Group Principles”). The limit of £15,048,050 is equivalent to 5% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 27 March 2024, being the latest practicable date prior to publication of this Notice.

Resolution 17 is being proposed as a separate resolution to authorise the Directors to allot additional shares and other equity securities or sell shares held in treasury for cash up to a maximum nominal value of £15,048,050 (representing a further 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 27 March 2024, being the latest practicable date prior to publication of this Notice) otherwise than in connection with a pre-emptive offer to existing shareholders (the “Acquisition/SCI Disapplication”). This authority is limited to allotments and sales for the purposes of financing acquisitions or specified capital investments contemplated by the Pre-emption Group Principles (or refinancing any such acquisition or investment within 12 months after the original transaction). The Directors intend to use this authority only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. The resolution also disapplies pre-emption rights in relation to a further 20% of the amount subject to the Acquisition/SCI Disapplication for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Pre-emption Group Principles.

Subject to Resolution 20 being duly passed, following the Court Order (defined below) being registered with the Registrar of Companies in England and Wales, the Board will only exercise the authorities and powers described above and in paragraph (B) of Resolution 16 and paragraph (A) of Resolution 17 up to an aggregate amount equal to 5% and 5%, respectively, of the Company’s share capital following the Capital Reduction (defined below).

The Board acknowledges the provisions of the Pre-emption Group Principles and confirms that it will follow the general principles set out therein. Having taking into consideration shareholder feedback, the Board has opted for a limit of 5% of the issued ordinary share capital of the Company (excluding treasury shares) in resolutions 16 and 17, rather than the limit of 10% set out in the Pre-emption Group Principles, in order to seek alignment with shareholder preferences, balanced with the Board’s belief that the 5% limit provides sufficient flexibility to the Company at this time. The Directors believe that it is appropriate to seek these authorities to give the Company the flexibility to raise further equity funding and to pursue acquisition opportunities as and when they arise, and to seek authority to make the follow-on offers so as to ensure that pre-emption is respected.

If approved, these powers shall apply until the end of the Company’s next AGM after the resolutions are passed or, if earlier, until the close of business on 30 June 2025. The exception to this is that the Directors may allot equity securities after the power has expired in connection with an offer or agreement made or entered into before the power expired. The Directors have no present intention to exercise these powers and if ever used, the Directors intend to follow the shareholder protections and approach to follow-on offers as set out in Section 2B of the Pre-emption Group Principles.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Resolution 18 – Authority to purchase own shares

This resolution seeks shareholder approval to grant the Company the authority to purchase its own shares pursuant to sections 693 and 701 of the Act.

This authority is limited to an aggregate maximum number of 197,373,991 ordinary shares, representing approximately 14.99% of the Company's issued ordinary share capital (excluding treasury shares) as at 27 March 2024 (being the latest practicable date prior to the publication of this notice).

The approval sought at resolution 18 maintains the increase approved by shareholders at the 2023 Annual General Meeting from the 10% authority approved by shareholders at Annual General Meetings prior to 2023 and is proposed to provide continued flexibility to the Company to implement its strategy of returning value to shareholders.

The maximum price which may be paid for an ordinary share will be an amount which is not more than the higher of: (i) 5% above the average of the middle market quotation for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out (in each case, exclusive of expenses).

If approved, the authority shall, unless varied, revoked or renewed, expire at the end of the Company's next AGM after the resolution is passed or, if earlier, at the close of business on 30 June 2025. The Directors intend to exercise their authority to continue the share buyback programme commenced by the Company at the beginning of October 2023.

Resolution 19 – Notice period for general meetings other than AGMs

This resolution seeks shareholder approval to allow the Company to continue to call general meetings (other than AGMs) on 14 clear days' notice. In accordance with the Act, as amended by the Companies (Shareholders' Rights) Regulations 2009, the notice period required for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period (subject to a minimum period of 14 clear days). In accordance with the Act, the Company must make a means of electronic voting available to all shareholders for that meeting in order to be able to call a general meeting on less than 21 clear days' notice.

The Company intends to only use the shorter notice period where this flexibility is merited by the purpose of the meeting and is considered to be in the interests of shareholders generally, and not as a matter of routine. AGMs will continue to be held on at least 21 clear days' notice.

The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Resolution 20 – Reduction of Capital

Resolution 20 is a special resolution to cancel an amount equal to £2,271,261,766.04 standing to the credit of the Company's share premium account and the entire amount standing to the credit of the Company's capital redemption reserve as at 5:00 pm on the day immediately preceding the day on which the High Court of Justice in England and Wales (the "Court") makes an order (the "Court Order") confirming the reduction of capital and to reduce the nominal value of each issued fully paid up ordinary share from 160/7 pence each to £0.001 each (the "Capital Reduction"). The amount currently standing to the credit of the Company's capital redemption reserve is £752,967,084.51. On Completion of the proposed Capital Reduction, an amount of £3,331,786,020.029 (plus any amount allocated to the Company's capital redemption reserve between the date of this notice and 5:00 pm on the day immediately preceding the day on which the Court Order is made) will be allocated to a distributable reserve account of the Company.

The Company is not permitted to pay any dividends unless it has distributable reserves. The Capital Reduction is being proposed in order to create distributable reserves to support the future payment by the Company of dividends or other distributions to its shareholders.

The completion of the Capital Reduction will not affect the rights attaching to the ordinary shares and will not result in any change to the number of ordinary shares in issue.

Under the Act, a public company may reduce its share capital provided that it obtains the approval of its shareholders by special resolution in a general meeting and that the Court confirms the reduction.

If Resolution 20 is duly passed, it is the intention of the Company to apply to the Court for confirmation of the Capital Reduction as soon as reasonably practicable thereafter. The Capital Reduction will only take effect if confirmed by the Court and upon the Court Order being registered with the Registrar of Companies in England and Wales. It is expected that, if confirmed by the Court, the Court Order will be effective before the end of 2024.

The Directors reserve the right (where necessary by application to the Court) to abandon, discontinue or adjourn any application to the Court for confirmation of the Capital Reduction if the Directors believe that the terms required to obtain confirmation are unsatisfactory to the Company or if, as the result of a material unforeseen event, the Directors consider that to continue with the Capital Reduction would be inappropriate or inadvisable.

Explanatory notes as to the proxy, voting and attendance procedures at the Annual General Meeting (“AGM”)

1. The holders of ordinary shares in the Company are entitled to attend the AGM and are entitled to vote. A member entitled to attend, speak and vote at the AGM is also entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and vote at the AGM in his/her place. Such a member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. A proxy need not be a member of the Company.
2. A form of proxy which may be used to appoint and give proxy instructions for use at the AGM is enclosed with this notice. To be effective, a form of proxy must be completed and returned, together with any power of attorney or authority under which it is completed or a certified copy of such power or authority, so that it is received by the Company’s registrar at the address specified on the form of proxy not less than 48 hours (excluding any part of a day that is not a working day) before the stated time for holding the meeting (or, in the event of an adjournment, not less than 48 hours before the stated time of the adjourned meeting (excluding any part of a day which is not a working day)). Returning a completed form of proxy will not preclude a member from attending the meeting and voting in person.
3. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in notes 1 and 2 above does not apply to Nominated Persons. The rights described in notes 1 and 2 can only be exercised by the holders of ordinary shares in the Company.
4. To be entitled to attend and vote at the AGM (and for the purposes of the determination by the Company of the number of votes they may cast), members must be entered on the Company’s register of members by 6.30 pm (BST) on 30 April 2024 (or, in the event of an adjournment, on the date which is two days, excluding any day which is not a working day, before the time of the adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. As at 27 March 2024 (being the latest practicable date prior to the publication of this notice), the Company’s issued ordinary share capital consists of 1,316,704,415 ordinary shares of 160/7 pence each (excluding treasury shares), carrying the right to one vote each. Therefore, the total number of voting rights in the Company on 27 March 2024 was 1,316,704,415.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available at www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA19) by 11.00 am (BST) on 30 April 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors, or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11:00 am (BST) on 30 April 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
12. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
13. Any member holding ordinary shares attending the meeting has the right to ask questions. The Company must answer any such questions relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; and/or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. Voting at the AGM will be by poll. The Chairman of the AGM will invite each shareholder, corporate representative and proxy present at the meeting to complete a poll card indicating how they wish to cast their votes in respect of each resolution. In addition, the Chairman of the AGM will cast the votes for which he has been appointed as proxy. Poll cards will be collected during the meeting. Once the results have been verified by the Company's registrar, Equiniti, they will be notified to the Financial Conduct Authority, announced through a Regulatory Information Service and will be available to view on the Company's website.
15. A copy of this notice, and other information required by section 311A of the Act, can be found at www.melroseplc.net/investors/shareholder-meetings.
16. You may not use an electronic address provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
17. The following documents will be available for inspection upon request at the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice up to and including the date of the AGM and at the place of the AGM for 15 minutes prior to and during the meeting:
 - (A) copies of all service agreements under which Directors of the Company are employed by the Company or any subsidiaries;
 - (B) a copy of the terms of appointment of the Non-executive Directors of the Company; and
 - (C) a copy of the PSP rules.
18. You may register your vote online by visiting Equiniti's website at www.shareview.co.uk. In order to register your vote online, you will need to create an online portfolio using your Shareholder Reference Number which is set out on the enclosed form of proxy. Once signed up and logged in simply click "View" on the "My Investments" page and follow the on-screen instructions. The return of the form of proxy by post or registering your vote online will not prevent you from attending the AGM and voting in person, should you wish. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using your usual user ID and password. Once logged in simply click "View" on the "My Investments" page, click on the link to vote then follow the on-screen instructions. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11.00 am (BST) on 30 April 2024.

Appendix – Summary of the principal features of the Melrose Performance Share Plan (the “PSP”)

Introduction

The Board believes it is important to incentivise, retain and motivate employees of the appropriate calibre to achieve long-term sustainable returns for shareholders. Accordingly, it proposes to adopt the PSP. This will succeed the 2020 Melrose Employee Share Plan which is due to crystallise on 31 May 2024.

Eligibility

All employees of the Company’s group are eligible for selection to participate in the PSP at the discretion of the Remuneration Committee. In practice, it is expected that the executive Directors and other senior individuals will be granted Awards.

Operation

Under the PSP, awards will be granted in the form of conditional share awards or nil or nominal cost options, giving a conditional entitlement to acquire a number of ordinary shares in the Company (“Shares”).

Awards may be granted within six weeks after the Plan is approved by the Company’s shareholders, announcement of its results for any period, commencement of employment or at other times in exceptional circumstances.

Awards may not be granted more than 10 years after shareholder approval of the PSP.

Awards may be Performance Awards (that normally vest after three years with vesting subject to continued employment and the meeting of performance conditions), Restricted Stock Awards (that normally vest after three years subject only to continued employment) or Buy-out Awards (to compensate for forfeited awards from previous employment and which will normally vest at the same time as such awards subject to continued employment and, potentially, subject to the meeting of performance conditions).

The Remuneration Committee may also (i) grant cash-based Awards of an equivalent value to share-based Awards; and/or (ii) fully or partially satisfy share-based Awards in cash (expected only to be in exceptional circumstances or to fund tax liabilities).

Performance conditions for Performance Awards will be set by the Remuneration Committee, typically measuring performance over at least three years. Performance conditions will relate to one or more metrics aligned to the strategy of the business. The Remuneration Committee may vary any performance condition following an event provided it considers the varied condition to be fair and reasonable and not materially less challenging than the original conditions would have been but for that event.

Irrespective of the extent to which any performance condition attached to an Award has been satisfied, the Remuneration Committee may adjust the level of vesting. Such discretion would only be used in exceptional circumstances and may have regard to corporate and personal performance.

Awards will vest on the vesting date set by the Remuneration Committee, which (except for Buy-out Awards) will normally be the third anniversary of the grant date.

Awards structured as options will normally be exercisable until 10 years from grant.

Plan Limits

In any 10-calendar years (but excluding awards granted under earlier plans), the Company may not issue (or grant rights to issue) Shares representing more than 10 per cent of the issued ordinary share capital of the Company for awards under the PSP and any other employee share plan adopted by the Company (and a 5% limit will apply to awards granted under executive or discretionary share plans). Awards that are relinquished or lapse will be disregarded for these purposes.

Shares transferred out of treasury will count towards these limits unless the Remuneration Committee determines that counting them is no longer in accordance with market practice.

Individual Limits

An employee may not receive Performance Awards for any year over Shares with a value exceeding 300% of base salary or, if greater, the maximum permitted by the Company’s prevailing directors’ remuneration policy approved by shareholders. There is no individual limit for Restricted Stock Awards or Buy-out Awards.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Holding period

Shares acquired pursuant to Awards granted to executive Directors (and to other individuals at Remuneration Committee discretion), excluding any sold to fund tax obligations, must normally be retained for two years from vesting.

Adjustment of Awards

If there is a variation of the share capital of the Company or if there is a material corporate event which affects the market price of Shares to a material extent, the Remuneration Committee may adjust the number of shares subject to an Award (and any option price).

Leavers

If a participant ceases to be employed by the Company's group before the normal vesting date, the treatment of their Awards will depend on their classification as a 'Good Leaver' or a 'Bad Leaver'.

'Good Leaver' treatment will apply if a participant ceases employment due to: death; ill-health, injury; disability; redundancy; retirement with the agreement of the Company; transfer of a company or business out of the Company's group; or otherwise at the discretion of the Remuneration Committee. A Participant will be a 'Bad Leaver' if they otherwise cease group employment.

Good Leavers' Awards shall normally continue and vest on the original vesting date but will normally be reduced pro-rata to the elapsed portion of the normal vesting period. The Remuneration Committee does, however, have discretion to accelerate vesting and/or partly or fully waive any pro-rating. Awards structured as options will normally be exercisable for 12 months from vesting.

Vesting of Awards may also be accelerated in certain circumstances in connection with transfer of employment outside the UK.

Malus

In the event of (1) material misstatement of financial results that, in the reasonable opinion of the Remuneration Committee, has a material negative effect; (2) gross misconduct by the relevant participant; (3) events or behaviour of a participant that have led to the censure of the Company by a significant regulatory authority or have had a significant detrimental impact on the reputation of the Company, provided that the Board is satisfied that the relevant participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to them; and/or (4) the Company becoming insolvent or otherwise suffering a corporate failure so that the value of the Company's Shares is materially reduced, provided that the Board determines, following an appropriate review of accountability, that the participant should be held responsible (in whole or in part) for that insolvency or corporate failure prior to the relevant vesting date, the Awards held by the participant may be cancelled in whole or in part for nil consideration.

Clawback

In the event of (1) material misstatement of financial results that, in the reasonable opinion of the Remuneration Committee, has a material negative effect; (2) material miscalculation of any performance measure on which the vesting of the Awards was based; (3) gross misconduct by the relevant participant; (4) events or behaviour of a participant that have led to the censure of the Company by a significant regulatory authority or have had a significant detrimental impact on the reputation of the Company, provided that the Board is satisfied that the relevant participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to them; and/or (5) the Company becoming insolvent or otherwise suffering a corporate failure so that the value of the Company's Shares is materially reduced, provided that the Board determines, following an appropriate review of accountability, that the participant should be held responsible (in whole or in part) for that insolvency or corporate failure, following the relevant vesting date but prior to the date falling three years after the relevant vesting date, the participant may be required to transfer (for nil consideration) the number of Shares arising from the vesting of the relevant Award, less the number of Shares sold to fund the tax liability arising from the vesting of the relevant Award and/or to pay to the Company the amount of any cash received on or following the vesting of the relevant Award less the amount of any tax paid in relation to that cash. Amounts due under Clawback provisions may also be recovered by lapsing Awards or withholding from amounts otherwise due to the participant from group companies.

Corporate Events

If there is a change of control of the Company, the Remuneration Committee may determine that Awards may vest. If the change of control occurs during the vesting period, the vested number of Shares will normally be determined by the Remuneration Committee pro-rata to the elapsed proportion of the normal vesting period (with Remuneration Committee having discretion to partly or fully waive any pro-rating). Where relevant, the extent of vesting will also reflect the extent to which a performance condition has (or is expected to be) satisfied.

The Remuneration Committee may also similarly accelerate the vesting of Awards on the occurrence of certain material corporate events.

Rights attaching to Ordinary Shares

Any Shares allotted when an Award vests or is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Dividend Equivalent

The Remuneration Committee may decide that participants will receive a payment (in cash or Shares) equivalent to the dividends that would have been payable on vested Shares between grant and vesting (or, in the case of an option where there is a holding period, the earlier of the date of exercise of the option and the expiry of the holding period) and this may assume the reinvestment of dividends. Payment shall be at the same time as delivery of the related vested Shares (or cash payment).

Alterations

The Board or the Remuneration Committee may alter the PSP provided that shareholder approval must be obtained for any alteration to the advantage of eligible employees or participants or which relates to the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, awards, the adjustments that may be made in the event of any variation to the share capital of the Company and/or the rule relating to such prior approval (except for minor alterations to benefit the administration of the PSP, to take account of the provisions of any legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or member of the Company's group).

Non-transferable and non-pensionable

Awards are not transferable (except on death).

Benefits received under the PSP are not pensionable.

Overseas plans

The Board may establish further plans based on the PSP for overseas territories to take account of local tax, exchange control or securities laws. Shares made available under such plans will count against the limits on individual and overall participation under the PSP.