

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**  
**Rules 8.1 and 8.2 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	Melrose Industries PLC LEI: 213800RGNXXZY2M7TR85
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	Melrose Industries PLC
<b>(d) Is the discloser the offeror or the offeree?</b>	OFFEROR
<b>(e) Date position held:</b> <i>The latest practicable date prior to the disclosure</i>	25 January 2018
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state "N/A"</i>	NO

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

Class of relevant security:	Interests		Short positions	
	Number	%	Number	%
<b>(1) Relevant securities owned and/or controlled:</b>	NIL		NIL	
<b>(2) Cash-settled derivatives:</b>	NIL		NIL	
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	NIL		NIL	
<b>TOTAL:</b>	NIL		NIL	

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

**(b) Rights to subscribe for new securities**

<b>Class of relevant security in relation to which subscription right exists:</b>	
<b>Details, including nature of the rights concerned and relevant percentages:</b>	

**3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

**Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:**

**(a) Beneficial holdings of directors of Melrose Industries PLC (including close relatives and related trusts) in the shares of Melrose Industries PLC**

<b>(i) Ordinary Shares of 48/7 pence each in Melrose Industries PLC</b>			
<b>Name</b>	<b>Position</b>	<b>Number of shares</b>	<b>Percentage holding</b>
Christopher Miller <sup>(1)</sup>	Executive Chairman	30,182,696 shares	1.555%
David Roper <sup>(2)</sup>	Executive Vice Chairman	15,730,130 shares	0.810%
Simon Peckham <sup>(3)</sup>	Chief Executive	17,270,565 shares	0.890%
Geoffrey Martin <sup>(4)</sup>	Group Finance Director	7,400,256 shares	0.381%
Justin Dowley	Non-Executive Director	1,065,661 shares	0.055%
Elisabeth Hewitt	Non-Executive Director	120,877 shares	0.006%
David Lis <sup>(5)</sup>	Non-Executive Director	433,947 shares	0.022%

<sup>(1)</sup> Includes interests held by Harris & Sheldon Investments Limited and by Mr Miller's son and two daughters

<sup>(2)</sup> Includes interests held by Mr Roper's wife

<sup>(3)</sup> Includes interests held by Mr Peckham's wife and father

<sup>(4)</sup> Includes interests held by Mr Martin's mother

<sup>(5)</sup> Includes interests held by Mr Lis' wife

<b>(ii) 2017 Incentive Shares of £1.00 each in Melrose Industries PLC</b>		
<b>Name</b>	<b>Position</b>	<b>Number of shares</b>
Christopher Miller	Executive Chairman	2,583 shares
David Roper	Executive Vice Chairman	2,583 shares
Simon Peckham	Chief Executive	2,833 shares
Geoffrey Martin	Group Finance Director	2,833 shares

**(b) Shares in Melrose Industries PLC held by the connected advisers of Melrose Industries PLC**

<b>(i) Ordinary Shares of 48/7 pence each in Melrose Industries PLC</b>			
<b>Adviser</b>	<b>Entity</b>	<b>Number of shares</b>	<b>Percentage holding</b>
RBC Europe Limited	Royal Bank of Canada	37,200	0.002%

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

#### 4. OTHER INFORMATION

##### (a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:

*Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"*

None.

##### (b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:

- (i) the voting rights of any relevant securities under any option; or
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

*If there are no such agreements, arrangements or understandings, state "none"*

None.

##### (c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	26 January 2018
Contact name:	Jonathon Crawford
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Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).