

## Melrose Industries PLC

### Results of Annual General Meeting

The Annual General Meeting of Melrose Industries PLC was held on Wednesday, 11 May 2016.

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

RESOLUTIONS	FOR*	%	AGAINST	%	TOTAL	VOTES WITHHELD**
1. To receive the financial statements for the financial year ended 31 December 2015	107,105,313	97.69	2,534,042	2.31	109,639,355	80,805
2. To approve the Directors' remuneration report	105,357,174	97.36	2,858,772	2.64	108,215,946	1,504,214
3. To approve the Directors' remuneration policy	105,688,102	96.34	4,015,782	3.66	109,703,884	16,276
4. To declare a final dividend of 2.6 pence per ordinary share	109,713,346	99.99	6,318	0.01	109,719,664	496
5. To re-elect Christopher Miller as a Director of the Company	95,135,763	87.36	13,766,497	12.64	108,902,260	817,900
6. To re-elect David Roper as a Director of the Company	99,743,439	90.91	9,969,973	9.09	109,713,412	6,748
7. To re-elect Simon Peckham as a Director of the Company	100,264,474	91.39	9,448,655	8.61	109,713,129	7,031
8. To re-elect Geoffrey Martin as a Director of the Company	100,269,626	91.39	9,443,171	8.61	109,712,797	7,363
9. To re-elect John Grant as a Director of the Company	107,648,276	98.12	2,065,169	1.88	109,713,445	6,715
10. To re-elect Justin Dowley as a Director of the Company	108,741,574	99.12	968,118	0.88	109,709,692	10,468
11. To re-elect Liz Hewitt as a Director of the Company	101,319,330	99.42	591,267	0.58	101,910,597	7,807,686
12. To re-appoint Deloitte LLP as auditor of the Company	103,901,705	96.80	3,439,540	3.20	107,341,245	2,378,915

13. To authorise the Audit Committee to determine the auditor's remuneration	105,288,189	98.10	2,033,880	1.90	107,322,069	2,398,091
14. To renew the authority given to Directors to allot shares	108,867,993	99.49	561,014	0.51	109,429,007	291,153

### Special Resolutions

15. To give the Directors authority to allot equity securities without application of pre-emption rights	100,236,531	98.36	1,669,864	1.64	101,906,395	7,814,815
16. To authorise market purchase of shares	108,426,756	98.83	1,285,993	1.17	109,712,749	8,461
17. To approve the calling of a general meeting other than an Annual General Meeting on no less than 14 days' notice	106,103,164	96.71	3,611,603	3.29	109,714,767	6,443

There are currently 145,134,353 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.