

MELROSE PLC (the "Company")

Annual General Meeting

At the Annual General Meeting of the Company held on 12 May 2011 the following resolutions were passed on a show of hands:

ORDINARY RESOLUTIONS

1. That the Company's audited financial statements for the financial year ended 31 December 2010, together with the Directors' report and the auditor's report on those financial statements be received.
2. That the Directors' Remuneration report contained in the Company's Annual Report and financial statements for the year ended 31 December 2010 be approved.
3. That a final dividend of 7.0p per ordinary share for the year ended 31 December 2010 be declared.
4. That Mr Simon Peckham, who retires by rotation, be re-elected as a Director of the Company.
5. That Mr Perry Crosthwaite, who retires by rotation, be re-elected as a Director of the Company.
6. That Mr Geoffrey Martin, who retires by rotation, be re-elected as a Director of the Company.
7. That Deloitte LLP be re-appointed 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 and the Directors be authorised to determine their remuneration.
8. That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (A) up to an aggregate nominal amount of £331,724; and
 - (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006 (the "Act")) up to an aggregate nominal amount of £663,449 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (A) of this resolution 8) in connection with an offer by way of a rights issue:
 - (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 apply until the end of the Company's next Annual General Meeting after this resolution is passed (or, if earlier, until the close of business on 30 June 2012) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Directors may allot shares or grant rights under any such offer or agreement as if the authority had not expired.

SPECIAL RESOLUTIONS

9. That, in substitution for all existing powers and subject to the passing of resolution 8, the Directors be generally empowered to allot equity securities (as defined in the Act) for cash pursuant to the authority granted by resolution 8 and/or to sell Ordinary Shares of 0.2 pence each in the capital of the Company ("Ordinary Shares") held by the Company as treasury shares for cash in each case free of the restriction in section 561(1) of the Act, such power to be limited:

(A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (B) of resolution 8, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):

(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; and

(B) to the allotment (otherwise than in the circumstances set out in paragraph (A) of this resolution 9) of equity securities pursuant to the authority granted by paragraph (A) of resolution 8 and/or the sale of treasury shares for cash up to a nominal amount of £49,758,

such power to apply until the end of the Company's next Annual General Meeting after this resolution is passed (or, if earlier, until the close of business on 30 June 2012) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

10. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693 of the Act) of Ordinary Shares provided that:

(A) the maximum aggregate number of Ordinary Shares authorised to be purchased is 49,758,677 (representing 10% of the issued Ordinary Share capital);

(B) the minimum price which may be paid for an Ordinary Share is 0.2 pence;

- (C) the maximum price which may be paid for an Ordinary Share is not more than the higher of:
- (i) 105 per cent of the average of the middle market quotation for an Ordinary Share as derived from the London Stock Exchange plc's Daily Official List 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 will expire at the end of the next Annual General Meeting of the Company following the passing of this resolution (or, if earlier, at the close of business on 30 June 2012);
- (E) the Company may make a contract to purchase Ordinary Shares under this authority before expiry of the authority which will or may be executed wholly or partly after the expiry of that 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.

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

Dated 12 May 2011



Garry Barnes
Company Secretary
Melrose PLC