



MELROSE PLC ATTENDANCE CARD

The Annual General Meeting will be held at Barber-Surgeons' Hall, Monkwell Square, Wood Street, London EC2Y 5BL on Wednesday 9 May 2012 at 11.00am

NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to exercise all or any of its rights to attend, speak and vote at the meeting. 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. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.
3. To appoint more than one proxy, you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy, and tick the box to indicate if the proxy instruction is one of multiple instructions being given. All forms should be signed and returned together in the same envelope.
4. To be valid your signed and dated proxy form(s) must be completed and deposited together with any power of attorney or authority under which it is signed or a certified copy of such power or authority at the offices of the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible and no later than 11.00am on 4 May 2012. In the case of a corporation, the proxy form(s) should be executed under its common seal and/or the hand of a duly authorised officer or person.
5. If you wish, you may register the appointment of a proxy for this meeting electronically, by contacting the website www.sharevote.co.uk and following the on-screen instructions. You will need your Voting ID, Task ID and Shareholder Reference Number shown on this form of proxy. CREST members may appoint a proxy or proxies electronically via Equiniti (ID RA19) not later than 11.00am on 4 May 2012.
6. The "Withheld" box is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" a resolution but will be counted to establish if a quorum is present.
7. Only those members registered in the register of members of the Company at 6.00pm on 4 May 2012 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members after 6.00pm on 4 May 2012 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
8. In the case of joint registered holders, the signature of one holder on a proxy card will be accepted and the vote of the senior holder who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names appear on the register of members of the Company in respect of the relevant joint holding.
9. Returning this form of proxy will not prevent a registered member from attending the meeting and voting in person.

SHAREHOLDER REFERENCE NUMBER

If you come to the meeting please bring this card with you. It is evidence of your right to attend and vote at the meeting and will help you gain admission as quickly as possible.

A map of the venue is shown overleaf.

+ MELROSE PLC FORM OF PROXY

3079-025-S

Voting ID	Task ID	Shareholder Reference Number
<input type="text"/>	<input type="text"/>	<input type="text"/>

If you will not be attending the Annual General Meeting please complete, detach and return this Proxy Form. Alternatively, you can submit your Proxy Form electronically at www.sharevote.co.uk (see Notes opposite) using the above numbers.

I/We, the undersigned, being a shareholder of Melrose PLC, hereby appoint the Chairman of the meeting or

<input type="text"/>	(NOTE 1)	<input type="text"/>	(NOTE 2)
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as my/our proxy to vote for me/us at the Annual General Meeting of the Company on 9 May 2012 at Barber-Surgeons' Hall, Monkwell Square, Wood Street, London EC2Y 5BL at 11.00am and at any adjournment thereof.

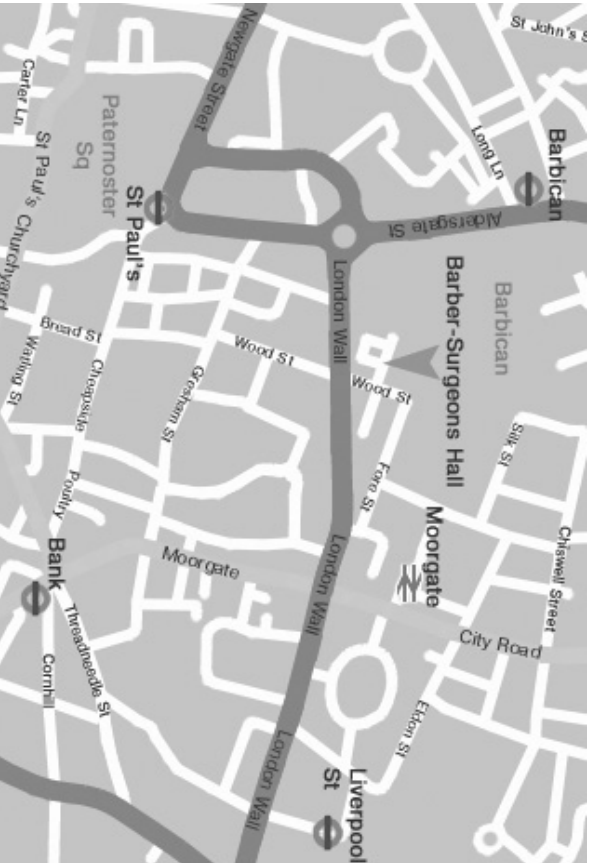
Please tick here if this proxy appointment is one of multiple appointments being made (NOTE 3)

Please indicate your vote by marking the appropriate boxes in black ink

Ordinary Resolutions	For	Against	Withheld (NOTE 6)
1. To receive the annual report and financial statements for the year ended 31 December 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the 2011 Directors' Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 8.4p per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr Christopher Miller as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr David Roper as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr Simon Peckham as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mr Geoffrey Martin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Mr Miles Templeman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Mr Perry Crosthwaite as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Mr John Grant as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To elect Mr Justin Dowley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To reappoint Deloitte LLP as auditor and to authorise the Directors to set the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To renew the authority given to Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
14. To give the Directors authority to allot equity securities without application of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise market purchases of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To approve the calling of a general meeting other than an Annual General Meeting on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature Date

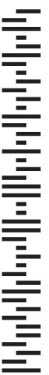
This card should not be used for any comments, change of address, or other queries. Please send separate instructions.



Location of the Annual General Meeting:-

Barber-Surgeons' Hall
Monkwell Square
Wood Street
London
EC2Y 5BL

RESPONSE SERVICE No.
NAT15580



Equiniti
Aspect House
Spencer Road
LANCING
BN99 6LN

