



MELROSE INDUSTRIES PLC ATTENDANCE CARD

The General Meeting will be held at the offices of Investec at 2 Gresham Street, London EC2V 7QP on 21 August 2015 at 10:30 a.m.

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. 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.
2. 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.
3. 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 10.30 a.m. on 19 August 2015. 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.
4. If you wish, you may register the appointment of a proxy for this meeting online at the website www.sharevote.co.uk by 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 10.30 a.m. on 19 August 2015.
5. The "Withheld" box is provided to enable you to abstain on the 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" the resolution but will be counted to establish if a quorum is present.
6. Only those members registered in the register of members of the Company at 6.00 p.m. on 19 August 2015 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 6.00 p.m. on 19 August 2015 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. 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.
8. 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.

MELROSE INDUSTRIES PLC FORM OF PROXY

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

If you will not be attending the General Meeting please complete, detach and return this Proxy Form. Alternatively, you can submit your Proxy Form electronically at www.sharevote.co.uk (See Note 5 opposite) using the above numbers.

I/We, the undersigned, being a shareholder of Melrose Industries 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 General Meeting of the Company on 21 August 2015 at the offices of Investec at 2 Gresham Street, London EC2V 7QP at 10.30 a.m. 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 box in black ink:

Ordinary Resolution

To approve the proposed disposal of the Elster Group as described in the Circular.

For	Against	Withheld (Note 6)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature	<input type="text"/>	Date	<input type="text"/>
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This card should not be used for any comments, change of address or other queries. Please send separate instructions.

3853-020-S

Business Reply Plus
Licence Number
RTAR-GCAU-YULB



Equiniti
Aspect House
Spencer Road
LANCING
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