



**MELROSE INDUSTRIES PLC  
ATTENDANCE CARD**

The General Meeting will be held at the offices of Investec at 2 Gresham Street, London EC2V 7QP on 25 July 2016 at 11.00 a.m.

**Notes**

1. A member entitled to attend and vote at the meeting (the "General Meeting") may appoint a proxy to exercise all or any of its rights to attend, speak and vote at the meeting (including in respect of voting (or abstaining from voting) on any amendment or other matter which is put before the General 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 Melrose Industries PLC (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 11.00 a.m. on 21 July 2016. 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 online at the website [www.sharevote.co.uk](http://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 11.00 a.m. on 21 July 2016.
6. The "Withheld" box is provided to enable you to abstain on the resolutions. 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 relevant 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 6.30 p.m. 21 July 2016 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 6.30 p.m. on 21 July 2016 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.
10. Capitalised terms used in this form of proxy but not otherwise defined herein, shall have the meaning given to them in the circular of the Company circulated to shareholders together with this form of proxy.

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](http://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 25 July 2016 at the offices of Investec at 2 Gresham Street, London EC2V 7QP at 11.00 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 resolutions**

	For	Against	Withheld (Note 6)
1. To approve the Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Rights Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise Directors to allot shares pursuant to section 551 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special resolutions</b>			
4. To approve Re-admission or transfer to the standard segment of the Official List	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To grant Directors power to allot equity securities without application of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To grant Directors power to allot equity securities without application of pre-emption rights for the purposes of financing (or re-financing) capital investments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise market purchases of the Company's shares	<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.

**4730-004-S**

Business Reply Plus  
Licence Number  
RTAR - GCAU - YULB



Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8GQ