

Company No: 09800044

**THE COMPANIES ACT 2006
PUBLIC LIMITED COMPANY
RESOLUTIONS
of
MELROSE INDUSTRIES PLC
(the “Company”)**

At a General Meeting of the Company, held at Barber-Surgeons’ Hall, Monkwell Square, Wood Street, London, EC2Y 5BL on 8 May 2018, Resolutions 1 and 2 were passed as ordinary resolutions:

Resolution 1

THAT the acquisition by the Company (or a wholly owned subsidiary of the Company) of all or any part of the issued and to be issued share capital of GKN plc (“**GKN**”) (the “**Acquisition**”), on the terms and subject to the conditions set out in the circular sent to shareholders of the Company (the “**Circular**”) dated 2 February 2018, be and is approved and the directors of the Company (the “**Directors**”) (or any duly constituted committee thereof) be authorised, as they may in their absolute discretion think fit: (1) to take all such steps as may be necessary or desirable in connection with, or to implement, the Acquisition, including for the avoidance of doubt, the waiver of any condition thereto; and (2) to agree such modifications, variations, revisions, extensions, waivers or amendments to the terms and conditions of the Acquisition, and to any documents relating thereto, provided such modifications, variations, revisions, extensions, waivers or amendments are not material.

Resolution 2

THAT subject to and conditional on the passing of resolution 1, in addition and without prejudice to all existing authorities conferred on the Directors, the Directors be and are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Companies Act**”) to allot shares in the Company up to an aggregate nominal amount of £178,210,189, provided that this authority is limited to the allotment of shares in the Company in connection with the Acquisition, with such authority to expire at the close of business on 31 December 2019, but so that the Company may make offers or agreements before the authority expires which would or might require shares to be allotted after the authority expires, and so that the Directors may allot shares in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.