



MELROSE INDUSTRIES PLC ATTENDANCE CARD

The Annual General Meeting (AGM) will be held at Leconfield House, Curzon Street, London W1J 5JA on Thursday 7 May 2020 at 11.00 am (BST)

NOTES:

1. A member entitled to attend and vote at the AGM may appoint a proxy to exercise all or any of their rights to attend, speak and vote at the AGM. 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 completed 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 am on 5 May 2020. 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. You may register your vote online or register the appointment of a proxy for this AGM by visiting Equiniti's website at 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 11.00 am on 5 May 2020.
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 18.30 pm on 5 May 2020 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members after 18.30pm on 5 May 2020 shall be disregarded in determining the rights of any person to attend or vote at the AGM.
8. In the case of joint registered holders, the signature of one holder on a proxy form 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 AGM and voting in person.
10. **IN LINE WITH UK GOVERNMENT GUIDANCE AT THE TIME OF PUBLICATION, WE URGE ALL SHAREHOLDERS NOT TO ATTEND THE MEETING IN PERSON, BUT TO MAKE USE OF PROXIES TO EXERCISE THEIR VOTING RIGHTS AND TO SUBMIT ANY QUESTIONS PRIOR TO THE MEETING USING THE SERVICE WE HAVE SET UP FOR THESE PURPOSES (SEE BELOW).**
11. We are providing the opportunity to submit specific questions regarding the business of the AGM online in advance. Questions must be received by no later than 11.00 am on 5 May 2020 using the form that can be found at <https://www.melroseplc.net/investors/shareholder-information/melrose-agm-2020-questions-form/>. We will upload a response to these questions on our website. To access the form, please use your unique shareholder reference number and the following password: H*131_X283df

SHAREHOLDER REFERENCE NUMBER

This card is evidence of your right to attend and vote at the AGM. Please note our guidance set out in the Notice of AGM urging shareholders not to attend the AGM in person, in line with UK Government guidance at the time of publication.

MELROSE INDUSTRIES PLC FORM OF PROXY

4730-028-S

Voting ID

Task ID

Shareholder Reference Number

Notice of Availability

Please note that the Notice of Annual General Meeting and the Annual Report and Accounts for 2019 are now available to view on the Melrose Industries PLC website at www.melroseplc.net.

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

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

meeting or (NOTE 1) (NOTE 2)

as my/our proxy to vote for me/us at the Annual General Meeting of the Company on 7 May 2020 at Leconfield House, Curzon Street, London W1J 5JA at 11.00 am and at any adjournment thereof. Your proxy is also authorised to vote or abstain from voting on any other business which may properly come before the AGM.

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 Company's audited financial statements for the financial year ended 31 December 2019, together with the reports thereon. | ☐ | ☐ | ☐ |
| 2. To approve the 2020 Directors' Remuneration Report for the year ended 31 December 2019. | ☐ | ☐ | ☐ |
| 3. To approve the 2020 Directors' Remuneration Policy. | ☐ | ☐ | ☐ |
| 4. To declare a final dividend. | ☐ | ☐ | ☐ |
| 5. To re-elect Christopher Miller as a Director. | ☐ | ☐ | ☐ |
| 6. To re-elect David Roper as a Director. | ☐ | ☐ | ☐ |
| 7. To re-elect Simon Peckham as a Director. | ☐ | ☐ | ☐ |
| 8. To re-elect Geoffrey Martin as a Director. | ☐ | ☐ | ☐ |
| 9. To re-elect Justin Dowley as a Director. | ☐ | ☐ | ☐ |
| 10. To re-elect Liz Hewitt as a Director. | ☐ | ☐ | ☐ |
| 11. To re-elect David Lis as a Director. | ☐ | ☐ | ☐ |
| 12. To re-elect Archie G. Kane as a Director. | ☐ | ☐ | ☐ |
| 13. To re-elect Charlotte Twynning as a Director. | ☐ | ☐ | ☐ |
| 14. To elect Funmi Adegoke as a Director. | ☐ | ☐ | ☐ |
| 15. To re-appoint Deloitte LLP as auditor. | ☐ | ☐ | ☐ |
| 16. To authorise the Audit Committee to determine the auditor's remuneration. | ☐ | ☐ | ☐ |
| 17. To renew the authority given to Directors to allot shares. | ☐ | ☐ | ☐ |

Special Resolutions

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 18. To give the Directors authority to allot equity securities without application of pre-emption rights. | ☐ | ☐ | ☐ |
| 19. To give the Directors authority to allot equity securities for the purpose of financing an acquisition or other capital investment without application of pre-emption rights. | ☐ | ☐ | ☐ |
| 20. To authorise market purchases of shares. | ☐ | ☐ | ☐ |
| 21. To approve the calling of a general meeting other than an Annual General Meeting on not less than 14 clear days' notice. | ☐ | ☐ | ☐ |

Signature

Date

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

Business Reply Plus
Licence Number
RTAR-GCAU-YULB



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Aspect House
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