Toppan Merrill - Melrose GM EGM Proxy **ED** | 105088 | 22-Dec-20 15:52 | 20-33958-2.ba | **Sequence:** 1
CHKSUM Content: 58673 **Layout:** 58781 **Graphics:** 32511 **CLEAN**

Melrose

MELROSE INDUSTRIES PLC
PROXY CARD

The General Meeting will be held at Leconfield House, Curzon Street, London W1J 5JA on Thursday 21 January 2021 at 10.00 am (GMT)

NOTES:

1. A member entitled to attend and vote at the General Meeting may appoint a proxy to exercise all or any of their rights to attend, speak and vote at 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 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 10.00 am on 19 January 2021. 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 General Meeting 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 10.00 am on 19 January 2021.
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 19 January 2021 shall be entitled to attend and vote at the General 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 18.30 pm on 19 January 2021 shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.
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. **Please note this is a closed meeting due to COVID-19, with only director shareholders necessary for a quorum in physical attendance. Other shareholders are not permitted to attend the meeting in person due to current government restrictions. We strongly encourage all shareholders to make use of proxies to exercise their voting rights and to submit any questions prior to the meeting using the online service we have set up for these purposes (see below).**
10. We are providing the opportunity to submit specific questions regarding the business of the General Meeting online in advance. Questions must be received by no later than 10.00 am on 19 January 2021 using the form that can be found at **https://www.melroseplc.net/investors/shareholder-information/melrose-gm-2021-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^&13L_X28£df

SHAREHOLDER REFERENCE NUMBER

PLEASE NOTE THIS IS A CLOSED MEETING DUE TO COVID-19, WITH ONLY DIRECTOR SHAREHOLDERS NECESSARY FOR A QUORUM IN PHYSICAL ATTENDANCE. OTHER SHAREHOLDERS ARE NOT PERMITTED TO ATTEND THE MEETING IN PERSON DUE TO CURRENT GOVERNMENT RESTRICTIONS.

MELROSE INDUSTRIES PLC
FORM OF PROXY

4730-029-S

Voting ID	Task ID	Shareholder Reference Number

Notice of Availability
Please note that the Circular to Shareholders accompanying the Notice of General Meeting is now available to view on the Melrose Industries PLC website at **www.melroseplc.net**.

To vote, 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 General Meeting of the Company on 21 January 2021 at Leconfield House, Curzon Street, London W1J 5JA at 10.00 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 General Meeting.

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 approve the 2020 Melrose employee share plan (the “Plan”), the principal terms of which are summarised in Part II of the Circular to Shareholders accompanying the Notice of General Meeting and the rules of which will be produced at the meeting and for the purposes of identification initialled by the Chairman and to authorise the Board to do all such acts and things necessary or desirable to establish and implement the Plan, and to establish such further plans based on the Plan or schedules to the Plan as the Board considers necessary or desirable but which have been modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any ordinary shares in the Company made available under such further plans or schedules are treated as counting against any limits on individual or overall participation in the Plan.	☐	☐	☐
2. To approve amendments to the 2020 Directors’ Remuneration Policy, set out on pages 103 to 111 (inclusive) of the Company’s 2019 Annual Report, such that the sections relating to the Plan in column 1 of the table set out in Part III of the Circular to Shareholders accompanying the Notice of General Meeting shall be replaced by the sections set out in column 2 of the table set out in Part III of the Circular to Shareholders accompanying the Notice of General Meeting, other than where column 2 states “No amendment proposed”.	☐	☐	☐

Signature __________ Date __________

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

Toppan Merrill, London 20-33958-2

JOB: 20-33958-2 **CYCLE#;BL#:** 6; 0 **TRIM:** 11.69" x 8.27" **AS:** London: 011-44-20-7422-6100
COLORS: ~note-color 2, Black **GRAPHICS:** melrose_k_logo.eps **V1.5**

Business Reply Plus
Licence Number
RTAR-GCAU-YULB

1

Equiniti
Aspect House
Spencer Road
LANCING
BN99 8GQ