

## Melrose Industries PLC

### 1. Results of Annual General Meeting

The Annual General Meeting of Melrose Industries PLC was held on Thursday, 7 May 2020.

The table below sets out the results of the poll on all 20 resolutions that were put to a shareholder vote, with each shareholder present in person or by proxy being entitled to one vote per share held. Prior to the Annual General Meeting, the Company proposed that Resolution 4 (Final Dividend) be withdrawn from the meeting as it was no longer recommended by the Board, and shareholders attending the meeting voted in favour its withdrawal on a show of hands.

#### Ordinary Resolutions

Resolutions	Votes 'For'*	% of Votes Cast 'For'	Votes 'Against'	% of Votes Cast 'Against'	Total Issued Share Capital Voted	Total % of Issued Share Capital Voted	Votes Withheld**
1. To receive the financial statements for the financial year ended 31 December 2019	3,969,649,702	99.76	9,520,277	0.24	3,979,169,979	81.91%	37,982,932
2. To approve the Directors' remuneration report for the year ended 31 December 2019	3,922,774,954	99.57	17,006,069	0.43	3,939,781,023	81.09%	77,371,889
3. To approve the 2020 Directors' Remuneration Policy	3,537,599,693	98.40	57,510,801	1.60	3,595,110,494	74.00%	422,042,417
4. RESOLUTION TO DECLARE A FINAL DIVIDEND OF 3.4 PENCE PER ORDINARY SHARE WITHDRAWN <sup>^</sup>	RESOLUTION WITHDRAWN						
5. To re-elect Christopher Miller as a Director of the Company	4,004,333,161	99.69	12,599,520	0.31	4,016,932,681	82.68%	220,231

<b>Resolutions</b>	<b>Votes 'For'*</b>	<b>% of Votes Cast 'For'</b>	<b>Votes 'Against'</b>	<b>% of Votes Cast 'Against'</b>	<b>Total Issued Share Capital Voted</b>	<b>Total % of Issued Share Capital Voted</b>	<b>Votes Withheld**</b>
6. To re-elect David Roper as a Director of the Company	3,989,025,786	99.69	12,597,493	0.31	4,001,623,279	82.37%	15,529,633
7. To re-elect Simon Peckham as a Director of the Company	4,004,602,110	99.69	12,313,247	0.31	4,016,915,357	82.68%	237,555
8. To re-elect Geoffrey Martin as a Director of the Company	4,002,753,770	99.65	14,141,118	0.35	4,016,894,888	82.68%	258,024
9. To re-elect Justin Dowley as a Director of the Company	3,859,578,187	96.95	121,482,973	3.05	3,981,061,160	81.94%	36,091,752
10. To re-elect Liz Hewitt as a Director of the Company	3,979,204,455	99.06	37,673,622	0.94	4,016,878,077	82.68%	274,835
11. To re-elect David Lis as a Director of the Company	4,000,559,677	99.69	12,461,368	0.31	4,013,021,045	82.60%	4,131,867
12. To re-elect Archie G. Kane as a Director of the Company	4,000,278,105	99.59	16,522,411	0.41	4,016,800,516	82.68%	352,395
13. To re-elect Charlotte Twynning as a Director of the Company	4,005,468,048	99.72	11,423,053	0.28	4,016,891,101	82.68%	261,811
14. To elect Funmi Adegoke as a Director of the Company	4,007,558,495	99.77	9,272,226	0.23	4,016,830,721	82.68%	322,191
15. To re-appoint Deloitte LLP as auditor of the Company	3,956,599,035	98.50	60,367,085	1.50	4,016,966,120	82.68%	186,791
16. To authorise the Audit Committee to determine the auditor's remuneration	3,998,862,000	99.55	18,127,023	0.45	4,016,989,023	82.68%	163,888

<b>Resolutions</b>	<b>Votes 'For'*</b>	<b>% of Votes Cast 'For'</b>	<b>Votes 'Against'</b>	<b>% of Votes Cast 'Against'</b>	<b>Total Issued Share Capital Voted</b>	<b>Total % of Issued Share Capital Voted</b>	<b>Votes Withheld**</b>
17. To renew the authority given to Directors to allot shares	3,362,768,652	83.71	654,192,614	16.29	4,016,961,266	82.68%	191,646

### Special Resolutions

<b>Resolutions</b>	<b>Votes 'For'*</b>	<b>% of Votes Cast 'For'</b>	<b>Votes 'Against'</b>	<b>% of Votes Cast 'Against'</b>	<b>Total Issued Share Capital Voted</b>	<b>Total % of Issued Share Capital Voted</b>	<b>Votes Withheld**</b>
18. To give the Directors authority to allot equity securities without application of pre-emption rights	3,581,781,035	89.17	435,083,498	10.83	4,016,864,533	82.68%	288,375
19. To give the Directors authority to allot equity securities used only for the purpose of financing a transaction which the Directors determine to be an acquisition or other capital investment	3,540,358,697	88.14	476,564,810	11.86	4,016,923,507	82.68%	229,400
20. To authorise market purchase of shares	3,972,992,785	98.91	43,704,265	1.09	4,016,697,050	82.68%	455,321
21. To approve the calling of a general meeting other than an Annual General Meeting on no less than 14 days' notice	3,875,904,222	96.49	141,108,040	3.51	4,017,012,262	82.68%	140,650

There are currently 4,858,254,963 Ordinary Shares of 48/7 pence in Melrose Industries PLC in issue.

\* Includes discretionary votes

\*\* A vote 'Withheld' is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.

^ Shareholders attending the annual general meeting in person voted to withdraw Resolution 4 on a show of hands.

## **2. Resolutions submitted to National Storage Mechanism**

Melrose Industries PLC has today submitted to the National Storage Mechanism, copies of resolutions passed at the Annual General Meeting on 7 May 2020 concerning items other than ordinary business. These documents will shortly be available for inspection at:

Melrose Industries PLC  
11th Floor  
The Colmore Building  
20 Colmore Circus Queensway  
Birmingham  
West Midlands  
B4 6AT

### **Enquires:**

Montfort Communications: Nick Miles, Charlotte McMullen (+44 (0) 20 3514 0897).