

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 Prior to the Annual General Meeting, the Company proposed that Resolution 4 (Final Dividend) be withdrawn from the meeting as it was no longer recommended by the Board, and shareholders attending the meeting voted in favour its withdrawal on a show of hands.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 RESOLUTION TO DECLARE A FINAL DIVIDEND OF 3.4 PENCE PER ORDINARY SHARE WITHDRAWN^	RESOLUTION WITHDRAWN						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

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**
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 Twyning 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

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**
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

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**
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:

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Birmingham
West Midlands
B4 6AT

Enquires:

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