



MELROSE INDUSTRIES PLC PROXY CARD

The General Meeting will be held at Leconfield House, Curzon Street, London W1J 5JA on 6 May 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 4 May 2021. In the case of a corporation, the proxy form(s) should be executed under its common seal and on 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 or proxies electronically via Equiniti (ID RA19) not later than 10.00 am on 4 May 2021.
6. The "Withheld" box is provided to enable you to abstain on any particular resolution. However, it should be noted

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.

7. 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. Only those members registered in the register of members of the Company at 6.30 pm on 4 May 2021 shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their names at that time. Members to the register of members after 6.30 pm on 4 May 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 this form 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 4 May 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*813L_X29c0f

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MELROSE INDUSTRIES PLC FORM OF PROXY

4730-034-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 6 May 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. **THAT** the disposal of the Air Management Group on the terms, and subject to the conditions, of the Disposal Agreement between (i) Nevada UK Holding Limited; (ii) Nevada Holdco Corp.; (iii) Madison IAQ LLC; and (iv) Madison Industries US Holdings Corporation, dated 18 April 2021 and all agreements entered into pursuant to or in connection with such disposal (the "**Disposal**"), as summarised in the circular to Shareholders dated 20 April 2021 of which this Notice forms part (the "**Circular**"), with such modifications (if any) as may be made in the manner specified below, be and is approved and the Directors of the Company be and are authorised to complete the Disposal in accordance with such terms and conditions and to agree such modifications to and such variations, waivers and extensions of any of the terms and conditions of the Disposal as they may deem necessary, expedient or appropriate, provided that any such modifications to, or variations, waivers and extensions of, the terms and conditions of the Disposal are not material.

☐☐☐

Signature

Date

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

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Business Reply Plus
Licence Number
RTAR-GCAU-YULB



Equiniti
Aspect House
Spencer Road
LANCING
BN99 8GQ