

LEI: 213800RGNXXZY2M7TR85

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM THE UNITED STATES OR ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION

FOR IMMEDIATE RELEASE

9 March 2018

**CASH AND SHARE OFFER
FOR
GKN plc (“GKN”)
BY
MELROSE INDUSTRIES PLC (“MELROSE”)**

OFFER EXTENSION

1. Introduction

On 1 February 2018, Melrose published an offer document (the “Offer Document”) setting out the full terms and conditions of its offer to acquire the entire issued and to be issued share capital of GKN announced on 17 January 2018 (the “Offer”).

2. Extension of Offer

The Offer, which remains subject to the terms and conditions set out in the Offer Document, is being extended and will remain open for acceptance **until 1.00 p.m. (London time) on 29 March 2018**, which is the last practicable date prior to Day 60 of the Offer.

The Mix and Match Facility remains open and Eligible GKN Shareholders may elect, subject to offsetting elections, to vary the proportion in which they receive New Melrose Shares and cash in respect of their GKN Shares. Melrose reserves the right to close the Mix and Match facility at 1.00 p.m. (London time) on 29 March 2018 without further notice.

3. Actions to be taken

GKN Shareholders who have not yet accepted the Offer are urged to do so as soon as possible and by the following deadlines:

- If you hold your GKN Shares in certificated form (that is, not in CREST), you should complete and return the Form of Acceptance as soon as possible and in any event so as to be received by the Receiving Agent, Equiniti Limited, **by no later than 1.00 p.m. (London time) on 29 March 2018**.
- If you hold your GKN Shares in uncertificated form (that is, in CREST), you should ensure that an Electronic Acceptance is made by you or on your behalf and that settlement occurs as soon as possible and in any event **by no later than 1.00 p.m. (London time) on 29 March 2018**. If you hold your GKN Shares as a CREST sponsored member, you should refer to your CREST sponsor as only your CREST sponsor will be able to send the necessary instruction to Euroclear.

Full details on how to accept the Offer, including in respect of making an election under the Mix and Match Facility, are set out in the Offer Document. The Offer Document and a specimen Form of Acceptance are available on Melrose’s website on <https://www.melroseplc.net/investors/proposed-acquisition-of-gkn-plc/>.

GKN Shareholders with any questions relating to this announcement or the completion and return of the Form of Acceptance or the making of an Electronic Acceptance (as the case may

be) should telephone the Receiving Agent, Equiniti Limited, on 0333 207 6524, or if calling from outside the United Kingdom +44 121 415 0909. Lines are open from 8.30 a.m. until 5.30 p.m. Monday to Friday (excluding English and Welsh public holidays). Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that, for legal reasons, the Receiving Agent will only be able to provide you with information contained in this announcement or the Offer Document and will be unable to give advice on the merits of the Offer or to provide legal, financial or taxation advice on the contents of this announcement or the Offer Document.

Defined terms used but not defined in this announcement have the same meanings as set out in the Offer Document.

4. **Level of acceptances**

As at 1.00 p.m. (London time) on 9 March 2018 (being the First Closing Date of the Offer), Melrose had received valid acceptances in respect of a total of 99,588,474 GKN Shares, representing approximately 5.76 per cent. of the issued ordinary share capital of GKN, which Melrose may count towards the satisfaction of the Acceptance Condition. So far as Melrose is aware, none of these acceptances have been received from persons acting in concert with Melrose. The percentage of GKN Shares referred to in this announcement is based upon a figure of 1,726,103,630 GKN Shares in issue.

Enquiries:

Montfort Communications:	+44 (0) 20 3514 0897
Nick Miles, Charlotte McMullen	+44 (0) 7973 130 669 / +44 (0) 7921 881 800
Rothschild (Financial Adviser to Melrose):	
Ravi Gupta, Yuri Shakhmin	+44 (0) 20 7280 5000
RBC Europe Limited (Financial Adviser to Melrose):	
Mark Preston, Chris Squire	+44 (0) 20 7653 4000
Investec (Corporate Broker to Melrose):	
Keith Anderson, Carlton Nelson	+44 (0) 20 7597 5970
Melrose	
Geoffrey Martin (Finance Director)	+44 (0) 20 7647 4500

Important notices relating to financial advisers

N M Rothschild & Sons Limited ("Rothschild"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Melrose and for no one else in connection with the Offer and will not be responsible to anyone other than Melrose for providing the protections afforded to its clients or for providing advice in connection with the Offer.

RBC Europe Limited, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Melrose and for no one else in connection with the Offer and will not be responsible to anyone other than Melrose for providing the protections afforded to its clients or for providing advice in connection with the Offer.

Investec Bank plc ("Investec"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Melrose and no one else in connection with the Offer and will not be responsible to anyone other than Melrose for providing the protections afforded to its clients or for providing advice in connection with the Offer.

Further information

This announcement is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise nor shall there be any sale, issuance or transfer of securities of Melrose pursuant to the Acquisition in any jurisdiction in contravention of applicable laws. The Offer will be implemented solely pursuant to the terms of the Offer Document and the accompanying Form of Acceptance which will contain the full terms and conditions of the Offer, including details of how to accept the Offer. Any decision in respect of, or other response to, the Offer should be made only on the basis of the information contained in the Offer Document, the Prospectus Equivalent Document and the Form of Acceptance.

This announcement does not constitute a prospectus or prospectus equivalent document.

Overseas jurisdictions

The release, publication or distribution of this announcement and all documents relating to the Offer in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe any applicable requirements. In particular, the ability of persons who are not resident in the United Kingdom to accept the Offer or to execute and deliver the Form of Acceptance may be affected by the laws of the relevant jurisdictions in which they are located.

This announcement has been prepared for the purpose of complying with English law and the City Code, and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

Important notice for US shareholders

This announcement does not constitute an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration. Melrose does not intend to make a public offering of securities in the United States, but if undertaken any such public offering would need to be made by means of a prospectus that would contain detailed information about the company and management, as well as financial statements. The Offer will be made in compliance with all applicable laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder (including any applicable Tier II exemptions).

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments.

Publication on website

A copy of this announcement will be available subject to certain restrictions relating to persons resident in Restricted Jurisdictions at www.melroseplc.net by no later than 12 noon (London time) on the Business Day following this announcement. The contents of the websites referred to in this announcement are not incorporated into and do not form part of this announcement.