

IMI plc

Annual General Meeting to be held on Friday 08 May 2009 at 12.00 noon

Summary of Forms of Proxy received by Wednesday 06 May at 12.00 noon,
being 48 hours before the time of the meeting and conforming to Regulation 41 of the Uncertificated Securities Regulations 2001,
at Equiniti

Resolution	For				Against				Discretion				Vote Withheld		
	No. of Cards	No. of Votes	% of Vote	% of Cap	No. of Cards	No. of Votes	% of Vote	% of Cap	No. of Cards	No. of Votes	% of Vote	% of Cap	No. of Cards	No. of Votes	% of Cap
1	1,973	231,620,054	99.76%	68.33%	19	20,074	0.01%	0.01%	390	525,589	0.23%	0.16%	14	14,052	0.00%
2	1,713	203,554,120	97.40%	60.05%	200	4,887,135	2.34%	1.44%	395	533,307	0.26%	0.16%	105	23,205,207	6.85%
3	1,985	231,622,837	99.76%	68.33%	13	20,830	0.01%	0.01%	388	531,149	0.23%	0.16%	9	4,953	0.00%
4	1,917	230,744,189	99.40%	68.07%	46	837,020	0.36%	0.25%	398	551,135	0.24%	0.16%	39	47,425	0.02%
5	1,885	227,726,437	98.97%	67.18%	74	1,813,399	0.79%	0.54%	399	544,360	0.24%	0.16%	44	2,095,573	0.62%
6	1,896	230,890,881	99.46%	68.12%	58	703,363	0.30%	0.21%	404	549,709	0.24%	0.16%	40	35,816	0.01%
7	1,926	220,353,087	99.37%	65.01%	41	833,969	0.38%	0.25%	403	546,051	0.25%	0.16%	31	10,446,662	3.08%
8	1,920	224,334,465	99.42%	66.19%	45	753,250	0.33%	0.22%	411	557,096	0.25%	0.16%	26	6,534,958	1.93%
9	1,792	208,519,751	92.14%	61.52%	148	17,193,956	7.60%	5.07%	419	578,621	0.26%	0.17%	57	5,887,441	1.74%
10	1,484	229,450,624	98.90%	67.70%	430	1,996,981	0.86%	0.59%	403	555,004	0.24%	0.16%	92	177,160	0.05%
11	1,632	196,043,055	86.90%	57.84%	229	28,995,397	12.85%	8.55%	429	556,324	0.25%	0.16%	123	6,584,993	1.95%
A	1,775	231,347,882	99.67%	68.25%	120	153,255	0.07%	0.05%	436	594,242	0.26%	0.18%	66	84,390	0.02%
B	1,804	224,124,117	99.60%	66.13%	104	309,140	0.14%	0.09%	432	586,602	0.26%	0.17%	60	7,159,910	2.11%
C	1,791	226,771,731	97.71%	66.90%	124	4,714,687	2.03%	1.39%	439	601,443	0.26%	0.18%	57	91,908	0.03%

NB. Percentage figures are shown to two decimal places

Resolution 1, Report and accounts
Resolution 2, Remuneration Report
Resolution 3, Declaration of dividend
Resolution 4, Re-election of David Nicholas
Resolution 5, Re-election of Anita Frew
Resolution 6, Re-election of Bob Stack
Resolution 7, To re-appoint KPMG Audit Plc

Resolution 8, To fix KPMG Audit Plc remuneration
Resolution 9, Authority to allot securities
Resolution 10, Make political donations and incur political expenditure
Resolution 11, Approval of amendments to the IMI plc Deferred Bonus Plan
Resolution A, Authority to allot equity securities for cash
Resolution B, Purchase by the Company of its own shares
Resolution C, Notice of general meetings