

**IMI plc**

Annual General Meeting to be held on Friday 07 May 2010 at 12.00 noon

Summary of Forms of Proxy received by Wednesday 05 May 2010 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	1,832	234,380,257	99.73%	73.12%	13	224,600	0.10%	0.07%	344	408,136	0.17%	0.13%	9	6,706	0.00%
2	1,643	228,796,009	99.52%	71.38%	143	705,576	0.31%	0.22%	348	408,907	0.18%	0.13%	71	5,109,207	2.17%
3	1,848	234,569,364	99.83%	73.18%	6	6,578	0.00%	0.00%	337	394,356	0.17%	0.12%	8	49,401	0.02%
4	1,785	233,718,004	99.46%	72.91%	43	860,661	0.37%	0.27%	350	411,039	0.17%	0.13%	24	29,995	0.01%
5	1,793	233,512,647	99.37%	72.85%	36	1,066,006	0.45%	0.33%	352	412,238	0.18%	0.13%	21	28,808	0.01%
6	1,790	233,736,763	99.47%	72.92%	34	839,121	0.36%	0.26%	356	414,282	0.18%	0.13%	22	29,533	0.01%
7	1,790	232,013,608	99.70%	72.38%	39	297,235	0.13%	0.09%	348	406,906	0.17%	0.13%	22	2,301,950	0.98%
8	1,797	232,264,650	99.80%	72.46%	34	50,000	0.02%	0.02%	350	410,714	0.18%	0.13%	18	2,294,335	0.98%
9	1,690	221,772,674	94.69%	69.19%	116	12,013,051	5.13%	3.75%	370	426,724	0.18%	0.13%	41	807,250	0.34%
10	1,434	233,031,454	99.45%	72.70%	335	875,521	0.37%	0.27%	361	419,739	0.18%	0.13%	75	692,985	0.29%
11	1,604	233,467,136	99.48%	72.84%	143	779,043	0.33%	0.24%	376	436,806	0.19%	0.14%	80	336,714	0.14%
12	1,597	233,765,793	99.61%	72.93%	141	475,401	0.20%	0.15%	382	440,875	0.19%	0.14%	82	337,630	0.14%
A	1,682	234,230,888	99.74%	73.07%	93	174,075	0.07%	0.05%	382	441,907	0.19%	0.14%	46	172,829	0.07%
B	1,697	227,767,927	97.51%	71.06%	94	5,367,357	2.30%	1.67%	379	438,459	0.19%	0.14%	40	1,445,956	0.62%
C	1,689	219,871,694	93.78%	68.59%	109	14,130,069	6.03%	4.41%	383	444,713	0.19%	0.14%	34	573,223	0.24%
D	1,697	214,181,821	92.58%	66.82%	69	16,701,511	7.22%	5.21%	393	455,031	0.20%	0.14%	56	3,681,336	1.57%

NB. Percentage figures are shown to two decimal places

Resolution 1, To approve the Directors' Report and Accounts  
Resolution 2, To approve the Directors' Remuneration Report  
Resolution 3, To approve the final dividend  
Resolution 4, To re-elect Terry Gateley as a Director  
Resolution 5, To re-elect Douglas Hurt as a Director  
Resolution 6, To re-elect Roy Twite as a Director  
Resolution 7, Appointment of the Auditors

Resolution 8, Remuneration of Auditors  
Resolution 9, Authority to allot securities  
Resolution 10, Authority to make political donations and incur political expenditure  
Resolution 11, Amendments to the rules of the Performance Share Plan  
Resolution 12, Amendments to the rules of the Share Matching Plan  
Resolution A, Authority to allot equity securities for cash  
Resolution B, To authorise the Company to purchase its own shares  
Resolution C, Notice of general meetings  
Resolution D, To adopt new articles of association