

7 May 2015

IMI plc announces the results of the annual general meeting held on 7 May 2015

IMI plc (“IMI” or the “Company”) announces that all the resolutions proposed at the annual general meeting of the Company held on 7 May 2015 were passed by the requisite majorities and the results of the poll are set out below:

Resolutions	Votes For	% Votes For ¹	Votes Against	Total Votes Validly Cast	% of Issued Share Capital Votes ^{1,2,3}	Votes Withheld ²
Resolution 1 Approve Annual Report and Accounts	192,330,619	99.10	1,750,315	194,080,934	71.39%	29,428
Resolution 2 Approve Remuneration Report	188,735,907	98.52	2,842,052	191,577,959	70.47%	2,525,925
Resolution 3 Approve Remuneration Policy	184,133,341	96.55	6,571,760	190,705,101	70.15%	3,352,149
Resolution 4 Declaration of dividend	194,100,830	100.00	2,628	194,103,458	71.40%	7,790
Resolution 5 Re-election of Carl Peter Forster	193,457,126	99.69	610,520	194,067,646	71.39%	43,602
Resolution 6 Election of Ross McInnes	178,935,755	99.53	848,369	179,784,124	66.13%	14,327,124
Resolution 7 Re-election of Birgit Nørgaard	176,998,238	98.45	2,790,789	179,789,027	66.14%	14,315,943
Resolution 8 Re-election of Mark Selway	193,372,921	99.65	687,955	194,060,876	71.39%	41,881
Resolution 9 Election of Daniel Shook	193,388,770	99.65	676,370	194,065,140	71.39%	45,233
Resolution 10 Election of Lord Smith of Kelvin	192,107,555	99.00	1,942,923	194,050,478	71.38%	52,279
Resolution 11 Re-election of Bob Stack	193,512,859	99.56	847,104	194,359,963	71.50%	41,485
Resolution 12 Re-election of Roy Twite	190,741,634	98.29	3,326,006	194,067,640	71.39%	38,810
Resolution 13 Re-appointment of auditor	192,022,695	99.89	210,901	192,233,596	70.71%	1,873,291
Resolution 14 Authority to set auditor's Remuneration	194,066,474	99.99	22,510	194,088,984	71.40%	20,213
Resolution 15 Authority to allot shares	177,728,047	93.18	12,999,661	190,727,708	70.16%	3,382,672
Resolution 16 Authority to make political donations	192,872,671	99.40	1,156,551	194,029,222	71.38%	81,069
Resolution 17 Approval of IMI Incentive Plan	186,785,487	96.43	6,923,625	193,709,112	71.26%	402,136
Resolution 18 Approval of IMI Sharesave Plan	191,760,794	98.99	1,956,495	193,717,289	71.26%	393,784
Resolution A Authority to allot equity securities for cash	193,967,026	99.95	101,083	194,068,109	71.39%	39,482
Resolution B Authority to purchase own shares	186,415,681	97.70	4,390,044	190,805,725	70.19%	3,305,523
Resolution C Notice of general meetings	183,012,724	94.30	11,069,564	194,082,288	71.39%	26,349

Notes:

1. The percentages above are rounded to two decimal places.
2. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes “for” and “against” a resolution.
3. The number of ordinary shares in issue at 6.00 pm on 5 May 2015 (excluding treasury shares) was 271,844,301.