

# Renishaw plc

## Results of AGM

All resolutions proposed at the Annual General Meeting held on 16 October 2014 were duly passed on a show of hands.

### Special Resolution

A copy of the following special resolution which was passed at the Annual General Meeting held on 16 October 2014 has been submitted to the National Storage Mechanism and will shortly be available for inspection at: [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do)

THAT, the Company be and is hereby unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the "2006 Act") to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 20p each in the capital of the Company ("ordinary shares") provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 7,278,854;
- (ii) the maximum price that may be paid for an ordinary share is an amount equal to the higher of: (i) 105% of the average of the middle market quotations for an ordinary share (as derived from the London Stock Exchange Daily Official List) for the 5 business days immediately preceding the day on which the ordinary share is purchased; and (ii) the amount stipulated by Article 5(1) of the Buy-Back and Stabilisation Regulation 2003;
- (iii) the minimum price which may be paid for an ordinary share shall be 20p;
- (iv) the authority hereby conferred shall expire at the earlier of the conclusion of the annual general meeting to be held in 2015 and 31st December 2015 unless such authority is renewed prior to such time; and
- (v) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which contract will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to such contract.

### Notification of Proxy Appointments

Resolution number	For		Chairman's discretion		Against		Total proxy votes cast
	No of shares	% of total votes cast	No of shares	% of total votes cast	No of shares	% of total votes cast	
1	61,587,380	99.42	9,539	0.02	346,657	0.56	61,943,576 <sup>(b)</sup>
2	60,060,287	97.14	7,498	0.01	1,760,527	2.85	61,828,312 <sup>(c)</sup>
3	52,990,579	86.41	7,498	0.01	8,323,776	13.57	61,321,853 <sup>(d)</sup>
4	61,937,640	99.99	7,498	0.01	0	0.00	61,945,138
5	53,573,017	86.98	9,539	0.02	8,007,659	13.00	61,590,215 <sup>(e)</sup>
6	61,439,390	99.19	9,539	0.02	492,503	0.80	61,941,432 <sup>(f)</sup>
7	61,443,452	99.19	9,539	0.02	489,387	0.79	61,942,378 <sup>(g)</sup>
8	61,437,352	99.19	9,539	0.02	492,503	0.80	61,939,394 <sup>(h)</sup>
9	61,441,343	99.20	9,539	0.02	489,012	0.79	61,939,894 <sup>(i)</sup>
10 (a)	60,797,492	98.18	9,539	0.02	1,117,443	1.80	61,924,474 <sup>(j)</sup>
10 (b)	22,187,983	95.17	9,539	0.04	1,117,443	4.79	23,314,965 <sup>(k)</sup>
11 (a)	60,479,767	97.64	9,539	0.02	1,453,088	2.35	61,942,394 <sup>(l)</sup>
11 (b)	21,870,258	93.73	9,539	0.04	1,453,088	6.23	23,332,885 <sup>(m)</sup>
12 (a)	60,821,584	98.21	9,539	0.02	1,101,056	1.78	61,932,179 <sup>(n)</sup>
12 (b)	22,212,075	95.24	9,539	0.04	1,101,056	4.72	23,322,670 <sup>(o)</sup>
13	57,595,822	93.20	7,498	0.01	4,193,164	6.79	61,796,484 <sup>(p)</sup>
14	52,724,237	85.59	7,498	0.01	8,870,182	14.40	61,601,917 <sup>(q)</sup>
15	61,925,682	99.97	7,498	0.01	11,958	0.02	61,945,138

Resolutions:

- 1 To adopt the audited financial statements and directors' report
- 2 To approve the Directors' remuneration report
- 3 To approve the Directors' remuneration policy
- 4 To declare a final dividend
- 5 To re-elect D McMurtry as a director
- 6 To re-elect D J Deer as a director
- 7 To re-elect B Taylor as a director
- 8 To re-elect A Roberts as a director
- 9 To re-elect G McFarland as a director
- 10 To re-elect D Grant as a director: (a) all shareholders; (b) independent shareholders
- 11 To re-elect C Chesney as a director: (a) all shareholders; (b) independent shareholders
- 12 To re-elect J Jeans as a director: (a) all shareholders; (b) independent shareholders
- 13 To re-appoint KPMG LLP as auditors
- 14 To authorise the directors to determine the auditors' remuneration
- 15 To authorise the Company to purchase its own shares

Notes:

(a) The appointment of a proxy is not a precise indicator of the way that the shareholder would have voted on a poll. It merely reflects the shareholder's intention at the time the instruction was given. Voting instructions can be changed at any time prior to a poll being completed and shareholders having lodged a proxy appointment are still entitled to attend the meeting and vote their shares themselves as they wish.

(b) Shareholders representing 1,562 shares directed on their proxy cards that the proxy should abstain.

(c) Shareholders representing 116,826 shares directed on their proxy cards that the proxy should abstain.

(d) Shareholders representing 623,285 shares directed on their proxy cards that the proxy should abstain.

(e) Shareholders representing 354,673 shares directed on their proxy cards that the proxy should abstain.

(f) Shareholders representing 3,706 shares directed on their proxy cards that the proxy should abstain.

(g) Shareholders representing 2,760 shares directed on their proxy cards that the proxy should abstain.

(h) Shareholders representing 5,744 shares directed on their proxy cards that the proxy should abstain.

(i) Shareholders representing 5,244 shares directed on their proxy cards that the proxy should abstain.

(j) Shareholders representing 20,664 shares directed on their proxy cards that the proxy should abstain.

(k) Shareholders representing 20,664 shares directed on their proxy cards that the proxy should abstain.

(l) Shareholders representing 2,744 shares directed on their proxy cards that the proxy should abstain.

(m) Shareholders representing 2,744 shares directed on their proxy cards that the proxy should abstain.

(n) Shareholders representing 12,959 shares directed on their proxy cards that the proxy should abstain.

(o) Shareholders representing 12,959 shares directed on their proxy cards that the proxy should abstain.

(p) Shareholders representing 148,654 shares directed on their proxy cards that the proxy should abstain.

(q) Shareholders representing 343,221 shares directed on their proxy cards that the proxy should abstain.

**Renishaw plc**  
**16 October 2014**

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