

**Renishaw plc (“Renishaw”)**

**Offer by Autodesk for Delcam plc (“Delcam”)**

Autodesk, Inc. and Delcam announced today a recommended offer for the whole of the issued share capital of Delcam by Autodesk Development B.V. (“Autodesk”) a wholly owned subsidiary of Autodesk, Inc. at a price of £20.75 per share. Renishaw holds 1,543,032 Delcam shares which would result in a total consideration of £32,017,914. Renishaw acquired 1,524,052 shares in 2007 at a subscription price of £4.00 per share and a further 18,980 shares in 2011 at a price of £3.90 per share.

Renishaw has given an irrevocable undertaking to Autodesk to accept the offer, which will be suspended if any third party should announce a firm intention to make a general offer for all shares in Delcam at a cash price of £22.30 or more per share, or which represents a value equivalent to such amount. In such case, Autodesk may match or exceed the third party offer within 5 business days of the third party announcement, and the irrevocable undertaking will retake effect at the new price.

The acquisition will be implemented by a scheme of arrangement. The announcement states that the scheme document will be posted to shareholders as soon as reasonably practicable and at the latest within 28 days. It is currently expected that the scheme will become effective in early February 2014, with settlement within 14 days of the effective date, in accordance with the Takeover Code.

It is our intention that the proceeds arising will be used by Renishaw for general corporate purposes and to support ongoing investment in our business.

Norma Tang  
Head of Legal & Company Secretary  
7 November 2013

**Renishaw plc**

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