

# Renishaw plc

## Results of AGM

All resolutions proposed at the Annual General Meeting held on 18 October 2012 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 18 October 2012 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 2013 and 31st December 2013 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	58,861,142	98.47	8,273	0.01	907,513	1.52%	59,776,928
2	59,770,696	99.99	6,232	0.01	0	0.00%	59,776,928
3	54,763,731	91.62	9,754	0.01	5,000,878	8.37%	59,774,363 <sup>(b)</sup>
4	58,887,794	98.52	8,808	0.01	877,761	1.47%	59,774,363 <sup>(c)</sup>
5	59,503,531	99.55	10,504	0.01	260,328	0.44%	59,774,363 <sup>(d)</sup>
6	59,503,531	99.55	10,504	0.01	260,328	0.44%	59,774,363 <sup>(e)</sup>
7	59,503,531	99.55	10,504	0.01	260,328	0.44%	59,774,363 <sup>(f)</sup>
8	59,699,673	99.88	9,802	0.01	64,888	0.11%	59,774,363 <sup>(g)</sup>
9	59,369,443	99.40	9,802	0.01	352,782	0.59%	59,732,027 <sup>(h)</sup>
10	59,273,368	99.95	8,517	0.01	25,087	0.04%	59,306,972 <sup>(i)</sup>
11	59,361,525	99.40	6,232	0.01	354,575	0.59%	59,722,332 <sup>(j)</sup>
12	59,252,353	99.50	6,232	0.01	293,505	0.49%	59,552,090 <sup>(k)</sup>
13	59,756,620	99.97	7,178	0.01	13,065	0.02%	59,776,863 <sup>(l)</sup>

#### Resolutions:

- 1 To adopt the audited financial statements and directors' report
- 2 To declare a final dividend
- 3 To re-elect Sir David McMurtry as a director
- 4 To re-elect Mr D J Deer as a director
- 5 To re-elect Mr B Taylor as a director

- 6 To re-elect Mr A Roberts as a director
- 7 To re-elect Mr G McFarland as a director
- 8 To re-elect Dr D Grant
- 9 To re-elect Mr W Whiteley as a director
- 10 To approve the directors' remuneration report
- 11 To re-appoint the auditors
- 12 To authorise the directors to determine their remuneration
- 13 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 2,565 shares directed on their proxy cards that the proxy should abstain.
- (c) Shareholders representing 2,565 shares directed on their proxy cards that the proxy should abstain.
- (d) Shareholders representing 2,565 shares directed on their proxy cards that the proxy should abstain.
- (e) Shareholders representing 2,565 shares directed on their proxy cards that the proxy should abstain.
- (f) Shareholders representing 2,565 shares directed on their proxy cards that the proxy should abstain.
- (g) Shareholders representing 2,565 shares directed on their proxy cards that the proxy should abstain.
- (h) Shareholders representing 44,901 shares directed on their proxy cards that the proxy should abstain.
- (i) Shareholders representing 469,956 shares directed on their proxy cards that the proxy should abstain.
- (j) Shareholders representing 54,596 shares directed on their proxy cards that the proxy should abstain.
- (k) Shareholders representing 224,838 shares directed on their proxy cards that the proxy should abstain.
- (l) Shareholders representing 65 shares directed on their proxy cards that the proxy should abstain.

**Renishaw plc**  
**18 October 2012**

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