

Renishaw plc

Results of AGM 2017

All resolutions proposed at the Annual General Meeting held on 20 October 2017 were duly passed on a poll. Resolutions 1 to 15 were passed as ordinary resolutions and resolution 16 was passed as a special resolution. The result of the poll is as follows:

| Resolution | Votes For | % | Votes Against | % | Votes Total | % of ISC ¹ Voted | Votes Withheld ² |
|---|------------|--------|---------------|-------|-------------|-----------------------------|-----------------------------|
| 1. Receive the reports of directors and financial statements | 61,329,899 | 99.33 | 415,659 | 0.67 | 61,745,558 | 84.83% | 998,946 |
| 2. Approve the remuneration policy | 60,902,216 | 98.94 | 654,533 | 1.06 | 61,556,749 | 84.57% | 1,187,755 |
| 3. Approve the remuneration report | 61,697,021 | 99.60 | 250,317 | 0.40 | 61,947,338 | 85.11% | 797,166 |
| 4. Declare the final dividend | 62,744,504 | 100.00 | 0 | 0.00 | 62,744,504 | 86.20% | 0 |
| 5. Re-elect David McMurtry as a director | 47,660,505 | 78.87 | 12,769,416 | 21.13 | 60,429,921 | 83.02% | 2,314,583 |
| 6. Re-elect John Deer as a director | 48,572,455 | 80.38 | 11,852,817 | 19.62 | 60,425,272 | 83.01% | 2,319,232 |
| 7. Re-elect Allen Roberts as a director | 61,124,703 | 97.43 | 1,611,312 | 2.57 | 62,736,015 | 86.19% | 8,489 |
| 8. Re-elect Geoff McFarland as a director | 61,133,351 | 97.44 | 1,603,164 | 2.56 | 62,736,515 | 86.19% | 7,989 |
| 9. Re-elect Will Lee as a director | 61,133,351 | 97.44 | 1,603,164 | 2.56 | 62,736,515 | 86.19% | 7,989 |
| 10. Re-elect David Grant as a director | 61,620,993 | 98.22 | 1,115,522 | 1.78 | 62,736,515 | 86.19% | 7,989 |
| 11. Re-elect Carol Chesney as a director | 61,294,909 | 97.70 | 1,441,606 | 2.30 | 62,736,515 | 86.19% | 7,989 |
| 12. Re-elect John Jeans as a director | 61,632,328 | 98.24 | 1,104,187 | 1.76 | 62,736,515 | 86.19% | 7,989 |
| 13. Re-elect Kath Durrant as a director | 61,678,315 | 98.31 | 1,058,200 | 1.69 | 62,736,515 | 86.19% | 7,989 |
| 14. Re-appoint Ernst & Young LLP as auditors | 62,734,438 | 99.99 | 6,883 | 0.01 | 62,741,321 | 86.20% | 3,183 |
| 15. Authorise the audit committee to determine the auditors' remuneration | 62,737,369 | 99.99 | 4,228 | 0.01 | 62,741,597 | 86.20% | 2,907 |
| 16. Authorise the Company to purchase its own shares | 62,067,919 | 98.92 | 676,585 | 1.08 | 62,744,504 | 86.20% | 0 |

¹ Issued Share Capital

² A vote withheld is not a vote in law and is not counted towards votes cast "For" or "Against" a resolution.

Votes of independent shareholders on the resolutions concerning the election or re-election of the independent Non-executive Directors

| | | | | | | | |
|--|------------|-------|-----------|------|------------|--------|-------|
| 10. Re-elect David Grant as a director | 23,011,484 | 95.38 | 1,115,522 | 4.62 | 24,127,006 | 70.59% | 7,989 |
| 11. Re-elect Carol Chesney as a director | 22,685,400 | 94.02 | 1,441,606 | 5.98 | 24,127,006 | 70.59% | 7,989 |
| 12. Re-elect John Jeans as a director | 23,022,819 | 95.42 | 1,104,187 | 4.58 | 24,127,006 | 70.59% | 7,989 |
| 13. Re-elect Kath Durrant as a director | 23,068,806 | 95.61 | 1,058,200 | 4.39 | 24,127,006 | 70.59% | 7,989 |

In accordance with Listing Rule 9.2.2E, Resolutions 10 to 13 inclusive were approved by: (a) the shareholders of the Company; and (b) the independent shareholders of the Company.

Special Resolution

In accordance with Listing Rule 9.6.2R, a copy of the following special resolution which was passed at the Annual General Meeting held on 20 October 2017 has been submitted to the National Storage Mechanism and will shortly be available for inspection at: <http://www.morningstar.co.uk/uk/NSM>.

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 five business days immediately preceding the day on which the ordinary share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current

independent bid for an ordinary share on the trading venues where the purchase is carried out;

- (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 2018 and 31st December 2018 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.

Renishaw plc
20 October 2017

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