



Notice of Annual General Meeting 2019

Letter from the Chairman



Sir David McMurtry
Executive Chairman

Dear Shareholder,
Renishaw plc's Annual General Meeting will be held at our headquarters at New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR on Thursday 24 October 2019 at 12:00 noon.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Renishaw plc, you should pass this document (but not the accompanying personalised form of proxy) without delay either to the purchaser or transferee or to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Resolutions

At the AGM you will be asked to consider and, if thought fit, pass the resolutions set out in the notice on page 2 of this document. All resolutions will be proposed as ordinary resolutions, save for Resolution 14 which will be proposed as a special resolution. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. For a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution. In relation to Resolutions 8 to 11 inclusive, these resolutions are put to a dual vote such that a count of the votes is taken of 1) the shareholders as a whole and 2) the shareholders excluding the controlling shareholder or shareholders and their associates as explained in the Explanatory notes.

Action to be taken

Whether or not you intend to come to the AGM, please complete and return the accompanying prepaid proxy form to the Company's registrars so as to be received by 12:00 noon on Tuesday 22 October 2019, being 48 hours before the time of the AGM. You may still attend and vote in person at the AGM even if you send in your proxy form.

Recommendation

Your Board considers each of the proposed resolutions to be in the best interests of the Company and the shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely,

Sir David McMurtry
Executive Chairman

21 August 2019

The Notice of Annual General Meeting is set out below after the Chairman's letter.

A proxy form for use at the meeting is enclosed. However, a proxy may also be appointed for CREST members by using the CREST electronic proxy appointment service. To be valid, any instrument appointing a proxy should be completed and sent to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible but in any event so as to arrive no later than 12:00 noon on Tuesday 22 October 2019.

At the Annual General Meeting shareholders will be invited to vote on a resolution-by-resolution basis by way of a polled vote. Shortly after the conclusion of the Annual General Meeting, the results will be announced on the Company's website, www.renishaw.com, and the London Stock Exchange.

Notice of Meeting

Notice is hereby given that the 46th AGM of the Company will be held at its offices at New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR on Thursday 24 October 2019 at 12:00 noon. You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 13 inclusive will be proposed as ordinary resolutions. For each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 14 will be proposed as a special resolution. For this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Ordinary resolutions

Report and financial statements

1. To receive the reports of the Directors and auditors and the financial statements for the year ended 30 June 2019.

Remuneration report

2. To receive and approve the Directors' remuneration report (excluding the Directors' remuneration policy/table) contained in the Annual Report.

Dividend

3. To declare a final dividend for the year ended 30 June 2019.

Directors

4. To re-elect as a Director Sir David McMurtry.
5. To re-elect as a Director John Deer.
6. To re-elect as a Director Will Lee.
7. To re-elect as a Director Allen Roberts.
8. To re-elect as a Director Carol Chesney.
9. To re-elect as a Director Catherine Glickman.
10. To re-elect as a Director Sir David Grant.
11. To re-elect as a Director John Jeans.

Auditors

12. To reappoint Ernst & Young LLP as auditors of the Company, to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the meeting.
13. To authorise the Audit Committee of the Board to determine the remuneration of the auditors.

Special resolution

Authority to purchase own shares

14. To consider and, if thought fit, to pass the following resolution:

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), on such terms and in such manner as the directors may determine, provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 7,278,854 (representing approximately 10% of the Company's issued ordinary share capital at 20 August 2019, being the latest practicable date prior to publication of this Notice of AGM);
- (ii) the maximum price (excluding expenses) which 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 (excluding expenses) 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 AGM to be held in 2020, or at the close of business on 31 December 2020, whichever is earlier, unless such authority is renewed prior to such time; and
- (v) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares in pursuance of any such contract.

By order of the Board

Mark Noble

General Counsel & Company Secretary

21 August 2019

Registered office: New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR

Registered in England and Wales under number: 01106260

Explanatory notes

Resolution 1 – Reports of Directors and financial statements

The Directors must present the report of the Directors and the auditors, the strategic report and the financial statements of the Company for the year ended 30 June 2019 to the shareholders at the AGM (the Annual Report).

Resolution 2 – Remuneration report

Listed companies are required to prepare a Directors' remuneration report and put a resolution to approve such report to the shareholders at the AGM on an annual basis. The Directors' remuneration report is set out on pages 70 to 82 of the Annual Report.

Resolution 2 is an advisory vote and does not affect the future remuneration paid to any Director.

At the AGM in 2017, the Directors' remuneration policy was approved by shareholders. The Directors' remuneration policy is not therefore required to be approved by shareholders at the AGM this year. The policy will be put to shareholders again no later than the Company's AGM in 2020.

Resolution 3 – Final dividend

The Directors recommend that a final dividend of 46.0p per share be paid to each shareholder on the register of members as at the close of business on the record date.

Resolutions 4 to 11 inclusive – Re-election of Directors

In accordance with the provisions of the UK Corporate Governance Code, all current Directors at the date of the AGM will retire at the AGM and, being eligible, offer themselves for re-election. The Board has confirmed, following a performance review, that all Directors standing for re-election continue to perform effectively and demonstrate commitment to their roles. Biographies of each of the Directors seeking re-election (as the case may be) and the reasons why their specific contributions are, and continue to be, important to the Company's long-term sustainable success, are set out on pages 5 to 7.

The Listing Rules require companies that have a controlling shareholder or shareholders (that is, they exercise or control in concert more than 30% of the voting rights of the Company) to put the election or re-election of independent directors to a dual vote of: (i) the shareholders as a whole; and (ii) the independent shareholders, being any person entitled to vote on the election of directors who is not a controlling shareholder of the Company. By virtue of his shareholding in the Company, Sir David McMurtry (Executive Chairman, 36% shareholder) is a controlling shareholder. John Deer (Deputy Chairman, together with his wife, 17% shareholder) is also a controlling shareholder by virtue of a voting agreement between John Deer (and his wife) and Sir David McMurtry. The independent directors for the purposes of the Listing Rules are each of Carol Chesney, Catherine Glickman, Sir David Grant and John Jeans, who are the Directors that the Board has determined are independent directors for the purposes of the UK Corporate Governance Code. Resolutions 8 to 11 (inclusive) are therefore being proposed as ordinary resolutions which all shareholders may vote on, but in addition the Company will separately count the number of votes cast by independent shareholders in favour of the resolution (as a proportion of the total votes of independent shareholders cast on the resolution) to determine whether the threshold referred to in (ii) above has been met. The Company will announce the results of the resolutions on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

Under the Listing Rules, if a resolution to elect or re-elect an independent director is not approved by a majority vote of both the shareholders as a whole and the independent shareholders of the Company at the AGM, a further resolution may be put forward to be approved by the shareholders as a whole at a meeting which must be held more than 90 days after but within 120 days of the first vote. Accordingly, if any of Resolutions 8 to 11 (inclusive) are not approved by a majority vote of the Company's independent shareholders at the AGM, the relevant director(s) will be treated as having been re-elected only for the period from the date of the AGM until the earlier of (i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM, to propose a further resolution to elect or re-elect him or her; (ii) the date which is 120 days after the AGM; and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the director's election or re-election is approved by a majority vote of all shareholders at a second meeting, the director will then be re-elected until the next AGM.

The Company is required by the Listing Rules to provide details of

- (i) any previous or existing relationship, transaction or arrangement between an independent director and the Company, its directors, any controlling shareholder or any associate of a controlling shareholder;
- (ii) why the Company considers the proposed independent director will be an effective director;
- (iii) how the Company has determined that the proposed director is an independent director; and
- (iv) the process by which the Company has selected each independent director.

The Company confirms the following to meet these requirements:

1. Previous/existing relationship

There are no existing or previous relationships, transactions or arrangements between each independent director and the Company, any of its directors, any controlling shareholder of the Company or any associate of such a controlling shareholder except as disclosed below.

Sir David Grant is currently non-executive director of IQE plc (having been appointed in September 2012) and chair of the National Physical Laboratory (appointed in May 2015). Sir David Grant was also on the board of the Defence Science and Technology Laboratory from June 2012 until December 2018, and chair of STEMNET from December 2011 until August 2016 when it merged with STEM Learning. The Company has dealings with these organisations from time to time, such as grant-funded research projects, or research, collaboration or supply agreements. The Company confirms that Sir David Grant has taken no part in decisions relating to any of the dealings between the Company and these organisations.

John Jeans was chair of the Council of Cardiff University from December 2011 until December 2015. He leads Innovate UK's Knowledge Transfer Network's (KTN) Health Board (appointed January 2015) and chaired its Stratified Medicine Steering Group from February 2014 until it ceased to exist in February 2017. John was also, from March 2016 to May 2017, interim chair of the Scottish Medical Device Hub and, since May 2017, is chair of the Scottish government's Digital Health & Care Institute at the University of Strathclyde. John is also a non-executive director of Edinburgh Molecular Imaging Ltd (appointed in September 2015) and was non-executive director of both Prometic Life Sciences Inc. (appointed

May 2017) and Prometic Pharma SMT Limited (appointed June 2016) until May 2019. John has also been chair of the Strategic Advisory Board for the Singapore Government's Diagnostics Hub since February 2014. From September 2014 to February 2017 John was chair of UK Biocentre Ltd and from August 2011 until September 2017 chair of Imanova Ltd. Since January 2010 John has been a director of The Clare Foundation Ltd. He was also a director of The Universities and Colleges Employers' Association between September 2012 and December 2015. The Company has dealings with these organisations from time to time, such as grant-funded research projects, or research, collaboration or supply agreements. The Company confirms that John Jeans has taken no part in decisions relating to any of the dealings between the Company and these organisations.

Carol Chesney is currently non-executive director of Hunting plc (having been appointed in April 2018), Biffa plc (having been appointed in July 2018) and IQE plc (having been appointed in May 2019). She was previously company secretary of Halma plc from April 1998 until September 2018. The Company confirms that Carol Chesney has taken no part in decisions relating to any of the dealings between the Company and these organisations.

Catherine Glickman is currently non-executive director of Marston's plc (having been appointed in December 2014), TheWorks.co.uk plc (having been appointed in July 2018) and RPS Group plc (having been appointed in August 2018). The Company confirms that Catherine Glickman has taken no part in decisions relating to any of the dealings between the Company and these organisations.

The dealings referred to above are not material (that is, in aggregate they are less than 0.5% of the Company's revenue for the financial year ended 30 June 2019).

2. Effectiveness

Each of the Independent Directors continues to be effective, to contribute to the performance of the Board and to demonstrate commitment to his or her role. In addition to the Board/Committee meetings and AGM, they attend and contribute to executive management conferences and investor days, and each of them provides additional support to the Board and the Company on a specific area of interest related to his or her skills and experience, which for Carol Chesney is pensions, for Sir David Grant is engineering technologies, for Catherine Glickman is HR matters and for John Jeans is healthcare strategy.

3. Independence

The Board has determined that each Independent Director is independent by considering the various relationships referred to above and obtaining confirmation from the Company's senior management and the relevant Independent Director that the relevant Independent Director was not involved in any decisions relating to the dealings referred to or any other dealing between the Independent Director or any organisation with which he or she is connected and the Company, any of its directors, any controlling shareholder of the Company or any associates of such a controlling shareholder. Sir David Grant has served as an Independent Non-executive Director for over seven years and Carol Chesney for almost seven years. As such, the Board considered in particular their continued independence and concluded that they both continue to demonstrate independent judgement and character.

4. Selection

In relation to the selection process for the Independent Directors, Carol Chesney, Catherine Glickman and John Jeans were selected as a result of a recruitment process managed by an executive search consultancy to a specification determined by the Board. Sir David Grant became known to the Board while he was Vice-Chancellor of Cardiff University and was appointed following interviews with the Board.

The Company recommends that the Independent Directors should be re-elected as set out in the relevant resolutions.

Resolution 12 – Reappointment of auditors

The Company is required to appoint auditors at each general meeting at which accounts are laid before shareholders, to hold office until the end of the next such meeting. It is proposed that Ernst & Young LLP be reappointed as the Company's auditors from the conclusion of the AGM until the conclusion of the next AGM. Further details in relation to the auditors are set out in the Audit Committee report on pages 66 to 69 of the Annual Report.

Resolution 13 – Remuneration of auditors

This resolution seeks authority for the Audit Committee of the Board to decide the auditors' remuneration.

Resolution 14 – Market purchase of own shares by the Company

This resolution renews the previous authority granted on 18 October 2018, which expires on the date of the forthcoming AGM. The resolution authorises the Company to make market purchases of its own ordinary shares. The authority limits the number of shares that could be purchased to a maximum of 7,278,854 representing 10% of the issued share capital of the Company on 20 August 2019 (being the latest practicable date prior to the publication of this document) and sets minimum and maximum prices. This authority will expire at the conclusion of the Company's next AGM.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account market conditions, the cash reserves of the Company, the Company's share price, appropriate gearing levels, other investment opportunities and the overall financial position of the Company. The authority will be exercised only if to do so would be likely to promote the success of the Company for the benefit of its shareholders as a whole.

Any purchases of ordinary shares would most likely be by means of market purchases through the London Stock Exchange. The authority will only be valid until the conclusion of the Company's next AGM or, if earlier, 18 months from the date of this resolution.

Listed companies purchasing their own shares are allowed to hold them in treasury, as an alternative to cancelling them. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share awards under share plans. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

Any shares purchased by the Company pursuant to the authority conferred by Resolution 14 will either be cancelled and the number of shares reduced accordingly or, if the directors think fit, they may be held as treasury shares. As at 20 August 2019, the Company held no ordinary shares in treasury.

Board of Directors



Sir David McMurtry

CBE, RDI, FREng, FRS, CEng, FIMechE

Executive Chairman



Appointed September 1975

Contribution, skills and experience

As co-founder of Renishaw and now through his responsibilities for Group innovation and product strategy, Sir David continues to be a key contributor to the long-term sustainable success of the Company. His strategic vision, technical and industry knowledge, gained from building the Company from inception with John Deer, mean he is able to provide a significant contribution to all aspects of the business alongside his leadership of the Board.

Background

Sir David was employed by Rolls-Royce plc, Bristol, for 17 years, latterly holding the positions of deputy chief designer and assistant chief of engine design for all Rolls-Royce engines manufactured at Filton, Bristol. After inventing the original probe in the early 1970s, Sir David co-founded Renishaw in 1973 with John Deer.

His CBE was awarded for services to Science and Technology and he was appointed a Royal Designer for Industry (RDI) in 1989. He is a visiting professor at the University of Huddersfield, where he was awarded an honorary doctorate in 2017, and has been awarded an honorary Doctorate of Engineering at the University of Birmingham and honorary degrees of Doctor of Engineering at Heriot-Watt University, the University of Bristol and the University of Bath. He has also been awarded an honorary fellowship at Cardiff University. Sir David is a Chartered Engineer, a Fellow of the Institution of Mechanical Engineers, a Fellow of the American Society of Manufacturing Engineers, a Fellow of the Royal Academy of Engineering, and in 2011 became a Fellow of The Royal Society. The Institute of Physics jointly awarded its 2012 Swan Medal to Sir David and John Deer for their roles in founding Renishaw and leading it to become one of the world's principal manufacturers of metrology equipment. In 2019 he was honoured by the Manufacturing Technologies Association for his outstanding contribution to British engineering. In addition to his role as Executive Chairman, Sir David also has responsibility for Group technology.

External appointments

None



John Deer

Deputy Chairman

Appointed July 1974

Contribution, skills and experience

Having held responsibility for manufacturing and quality for many years, John's extensive experience is important in ensuring Renishaw continues to deliver efficient, high-quality manufacturing – a key component of the Company's strategy. In addition, having founded the Company with Sir David McMurtry, John's commercial and international experience also brings deep insight and strategic vision to the Board. John has been and continues to be instrumental in the strategic decisions for growing the business into new markets and territories, whether organically or by acquisition.

Background

John trained as a mechanical engineer and worked for Rolls-Royce plc, Bristol, from 1960 to 1974. He was Managing Director of Renishaw from 1974 to 1989, primarily involved in the commercial direction of the Group, with particular emphasis on marketing and the establishment of the Group's wholly-owned subsidiaries in the USA, Ireland, Japan, Germany, France and Italy. John and Sir David McMurtry were members of the four-man team of Renishaw engineers honoured with the MacRobert Award in 1987. In 2012, John was awarded the Swan Medal by the Institute of Physics jointly with Sir David McMurtry for their roles in founding Renishaw and leading it to become one of the world's principal manufacturers of metrology equipment. In September 2014 John was awarded an honorary fellowship at the University of South Wales for his contribution to UK manufacturing and in October that year he and Sir David were jointly honoured with a Lifetime Achievement Award at Gloucestershire Business Awards. He was also awarded an honorary doctorate of engineering by the University of Bristol in 2018 and in 2019 he was made an Honorary Fellow of the Faculty of General Dental Practice. In 2019 he was also honoured by the Manufacturing Technologies Association for his outstanding contribution to British engineering. John is responsible for Group manufacturing and Group quality.

External appointments

None



Will Lee

MA, MBA, FinstP

Chief Executive

Appointed August 2016 as Group Sales and Marketing Director, February 2018 as Chief Executive

Contribution, skills and experience

Will has an in-depth understanding of the Group's business, products and markets, having held various senior management positions, which have included engineering, operations, and sales and marketing, prior to his appointment as Chief Executive. Will was selected as Chief Executive having demonstrated to the Board the leadership capabilities, breadth of knowledge and relationships to continue to develop the Renishaw business and has a record of performance execution.

Background

Will joined the Renishaw graduate scheme in 1996 and became Director and General Manager for the Laser and Calibration Products Division in 2007. He holds a degree in physics from the University of Oxford and an MBA from the University of Bath. In 2014 he became Director and General Manager of the Machine Tool Products Division. In December 2015, he was appointed to the new role of Director of Group Sales and Marketing and became a member of the Executive Board.

In February 2018 Will was appointed Chief Executive, taking over from Sir David McMurtry. He is responsible for the product divisions, overseas sales subsidiaries and human resources.

External appointments

None



Allen Roberts

FCA

Group Finance Director

Appointed October 1980

Contribution, skills and experience

Allen has a deep understanding of the Group's business, products, relationships and the sectors in which it operates. Having led the finance function for many years, the Board values in particular his management of the financial risks, reporting and planning for a Group that has seen significant growth, as well as his contribution to strategy and business development. Allen has a strong record of operational excellence.

Background

Allen qualified as a Chartered Accountant in 1972 and is a Fellow of the Institute of Chartered Accountants in England and Wales. Before joining Renishaw in 1979, he was employed for 11 years by Peat, Marwick, Mitchell & Co. Allen heads Group Finance, Business Systems and Wotton Travel Ltd. He is also responsible for the metrology regulatory and quality assurance functions and corporate social responsibility.

External appointments

None



Sir David Grant

CBE, PhD, FREng, FLSW, CEng, FIET

Senior Independent Director

A N R

Appointed April 2012

Contribution, skills and experience

Sir David has extensive engineering experience, having held various leadership positions at international engineering companies and government-related science and technology bodies, where he has been recognised for his contributions to industry. Sir David's career experience, initially as a student apprentice and latterly as a university vice-chancellor, also brings a unique insight into how the Company should continue to recruit talent, increase diversity and develop its current people, who are central to the Company's strategy and long-term sustainable success. The Board also values Sir David's role as Senior Independent Director.

Background

Sir David was vice-chancellor of Cardiff University from October 2001 until August 2012, with responsibility for 30,000 students, 6,000 members of staff, and an annual income of £430m. Prior to that he held leadership positions at a number of international engineering companies including Dowty Group and GEC plc where he was group technical director. Sir David has served as a vice-president of the Institution of Engineering and Technology; and from 2007 to 2012 he was a vice-president of the Royal Academy of Engineering. He has been a council member of EPSRC and a governing board member of Innovate UK. His PhD in Engineering Science was awarded by the University of Durham in 1974. In 1997, he was made a CBE for his contribution to the UK Foresight Programme. Sir David was elected a Fellow of the Royal Academy of Engineering in 1997 and elected an Honorary Fellow of Wolfson College, Cambridge, in 2000. He served on the Board of the Defence Science and Technology Laboratory from 2012 until 2018. He was also chair of STEMNET until 2018. Sir David received a knighthood in the Queen's Birthday Honours 2016 for his contributions to engineering, technology and education.

External appointments

Non-executive director and nomination and remuneration chair of IQE plc
Chair of the National Physical Laboratory



Carol Chesney

FCA

Independent Non-executive Director

A* N R

Appointed October 2012

Contribution, skills and experience

Carol's career, both in finance and as a company secretary in a listed company environment, has provided her with an in-depth understanding of corporate governance, internal controls, compliance, M&A and pensions. This knowledge and experience is important to the effectiveness of the Board. Her extensive financial expertise and insight make her ideally placed to serve as Chair of the Audit Committee. Serving as audit committee chair at a number of other listed companies also brings a wider industry perspective.

Background

Carol Chesney is a Chartered Accountant who worked at Arthur Andersen in audit services for seven years. Carol held a senior group finance role at English China Clays plc before joining Halma plc, where she served as company secretary for 20 years, having also been group financial controller. Carol's role at Halma included corporate governance, legal compliance, equity incentives, pensions, tax, internal audit management, property, health and safety compliance, environmental reporting and anti-bribery and corruption compliance.

External appointments

Non-executive director and audit committee chair of Hunting plc

Non-executive director and audit committee chair of Biffa plc

Non-executive director and audit committee chair of IQE plc

Committees

A Audit Committee

R Remuneration Committee

N Nomination Committee

***** Chair of Committee

Board of Directors continued



Catherine Glickman

BA

Independent Non-executive Director

A N R*

Appointed August 2018

Contribution, skills and experience

Catherine brings extensive HR, remuneration and pensions experience to the Board. Working closely with the remuneration committees at Genus plc and Tesco PLC, Catherine developed reward structures that aligned leadership motivation with group strategy. This background enables her to make a particularly valuable contribution as Chair of the Remuneration Committee. Catherine's breadth of human resources experience in other listed companies and as a non-executive director is particularly valued by the Board. Our own HR team are also able to leverage Catherine's background.

Background

Catherine Glickman retired as group HR director at Genus plc in February 2018, having previously held the same title at Tesco PLC where she led retail management development and customer service training during a period of significant expansion in the UK and overseas. Prior to this she held positions at Somerfield plc and The Boots Company plc. She is a graduate of Durham University with a BA Hons in English.

External appointments

Non-executive director and remuneration committee chair of Marston's PLC

Non-executive director and remuneration committee chair of TheWorks.co.uk plc

Non-executive director and remuneration committee chair of RPS Group plc



John Jeans

CBE, CEng

Independent Non-executive Director

A N R

Appointed April 2013

Contribution, skills and experience

John has deep healthcare sector knowledge gained from senior international leadership positions in global companies including Smith & Nephew, Bristol Myers Squibb, Johnson & Johnson and GE's life science business. Also, in serving on several government bodies relating to healthcare, John brings an invaluable insight to the Board, helping to grow the Company's healthcare products and business for the long term.

Background

John headed the commercial function of GE's life science business and was chair of its UK healthcare company. He chaired Innovate UK's stratified medicine steering group until February 2017. John served as advisor to the Prime Minister at the Office of Life Sciences in the medical technology sector for a period of four years ending June 2018. He has served on several government bodies including the Ministerial Committee on Medical Technologies. Previously he was the deputy chief executive of the Medical Research Council, chair of Cardiff University, chair of UK Biocentre Ltd and Imanova Ltd (an imaging research partnership between three London universities and the MRC), a non-executive director of Prometic Life Sciences Inc. and a director of the University Employers Association. He was awarded the CBE for services to Life Sciences, Healthcare and Science in 2012.

External appointments

Non-executive director of Edinburgh Molecular Imaging

Chair of the Scottish government's Digital Health & Care Institute at the University of Strathclyde

Chair of the strategic advisory board for the Singapore Government's diagnostics hub

Advisor to the Singapore Government on advanced manufacturing, health and biomedical science

Leads Innovate UK's knowledge transfer network's (KTN) health board

Committees

A Audit Committee

R Remuneration Committee

N Nomination Committee

***** Chair of Committee

Notes and additional information

Voting procedures

1. In line with best practice, resolutions 1 to 14 at this year's AGM will be conducted by way of a poll. This will result in a more accurate reflection of the view of members by ensuring that every vote is recognised, including the votes of all members who are unable to attend the AGM but who appoint a proxy for the AGM. In a poll, each member has one vote for every share held. On arrival at the AGM all those entitled to vote will be required to register and collect a poll card. Members will still have the opportunity to ask questions and form a view on any points raised before voting on the resolutions. The results will be announced via a Regulatory Information Service and placed on the Company's website as soon as practicable following the AGM.

Appointment of proxies

2. A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM for the member's vote to be counted. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a member wishes to appoint more than one proxy and therefore requires additional proxy forms, the members should contact Equiniti Limited on 0371 384 2169. Lines are open from 8.30am to 5.30pm, Monday to Friday. Overseas shareholders should call +44 121 415 7047.
3. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice of Meeting.
4. To be valid any proxy form or other instrument appointing a proxy: (i) shall be in writing made under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, under its common seal or under the hand of some officer or attorney or other person duly authorised in that behalf (and the signature on the appointment of proxy need not be witnessed); and (ii) must be received, together with the power of attorney or other authority (if any) under which it is authenticated, or a certified copy of such authority or in some other way approved by the Board, by the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not less than 48 hours before the time appointed for holding the AGM. As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically or through CREST in accordance with note 10 below.

5. In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder tenders a vote, whether in person or by proxy, the vote of the senior shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names appear in the Register of Members.
6. To change your proxy instructions you may return a new proxy form using the methods set out below. Please contact the Company's registrars, Equiniti Limited if you require another proxy form. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Where two (or more) valid but differing appointments of proxy are received in respect of the same share(s) for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards the relevant share(s). If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).
7. The return of a completed proxy form or other such instrument will not prevent a member from attending the AGM and voting in person if he/she wishes to do so.

Entitlement to attend and vote

8. The Company has specified that to be entitled to attend and vote at the AGM or any adjournment (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company as at 6.30pm on 22 October 2019 or for any adjourned meeting, 6.30pm on the day which is two days before the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies through CREST

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

Notes and additional information continued

10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (Euroclear) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice of Meeting, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Electronic addresses

13. You may not use any electronic address provided either in this Notice of Meeting or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Corporate representatives

14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares.

Nominated persons

15. Any person receiving a copy of this Notice of Meeting as a person nominated by a member under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) should note that the provisions in this Notice concerning the appointment of a proxy or proxies to attend the AGM in place of a member, do not apply to a Nominated Person, as only members have the right to appoint a proxy. However, a Nominated Person may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered shareholder of the Company, or perhaps the custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.

Audit concerns

16. Under section 527 of the Companies Act 2006, a member or members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous AGM at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Shareholders' right to ask questions

17. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

Shareholders' rights to require circulation of proposed resolution and have a matter of business dealt with at the AGM

18. Under section 338 and section 338A of the Companies Act 2006, a member or members meeting the threshold requirements in those sections have the right to require the Company (i) to give to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or

in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than Wednesday 11 September 2019, being the date six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Issued shares and total voting rights

19. As at 20 August 2019 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 72,788,543 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 20 August 2019 are 72,788,543. There are no other classes of shares or any shares held in treasury.

Electronic publication

20. This document contains all the information required by section 311A of the Companies Act 2006 which is also available at www.renishaw.com/investor.

Documents on display

21. Copies of the following documents are available for inspection at the registered office of the Company during normal business hours (8.00am – 4.15pm, excluding weekends and public holidays):
- (a) service contracts of the Executive Directors; and
 - (b) letters of appointment of the Non-executive Directors.

All documents will be available for inspection at the above locations from the date of this notice until the conclusion of the AGM, and will also be available for inspection at the place of the AGM from 15 minutes before it is held until its conclusion.



Renishaw plc
New Mills, Wotton-under-Edge,
Gloucestershire GL12 8JR
United Kingdom
T: +44 (0) 1453 524524
F: +44 (0) 1453 524401
E: uk@renishaw.com

For more information visit:
www.renishaw.com