

Renishaw plc

Results of AGM

All resolutions proposed at the Annual General Meeting held on 15 October 2015 were duly passed on a poll. Resolutions 1 to 14 were passed as ordinary resolutions and resolution 15 was passed as a special resolution. The result of the poll is as follows:

RESOLUTION NUMBER	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC VOTED	VOTES WITHHELD
1	59,946,469	98.41	970,956	1.59	60,917,425	83.69%	237,991
2	58,907,567	97.54	1,487,278	2.46	60,394,845	82.97%	760,571
3	60,250,045	98.66	817,106	1.34	61,067,151	83.90%	88,265
4	50,609,097	85.07	8,878,545	14.93	59,487,642	81.73%	1,667,774
5	51,437,387	86.47	8,050,255	13.53	59,487,642	81.73%	1,667,774
6	60,394,108	98.90	672,994	1.10	61,067,102	83.90%	88,314
7	60,389,639	98.90	672,994	1.10	61,062,633	83.89%	92,783
8	60,390,014	98.90	672,619	1.10	61,062,633	83.89%	92,783
9(a)	21,054,184	93.77	1,398,940	6.23	22,453,124	65.72%	92,783
9(b)	59,663,693	97.71	1,398,940	2.29	61,062,633	83.89%	92,783
10(a)	20,657,292	92.00	1,795,832	8.00	22,453,124	65.72%	92,783
10(b)	59,266,801	97.06	1,795,832	2.94	61,062,633	83.89%	92,783
11(a)	21,069,616	93.84	1,383,508	6.16	22,453,124	65.72%	92,783
11(b)	59,679,125	97.73	1,383,508	2.27	61,062,633	83.89%	92,783
12(a)	22,396,114	99.75	55,082	0.25	22,451,196	65.72%	94,711
12(b)	61,005,623	99.91	55,082	0.09	61,060,705	83.89%	94,711
13	55,376,141	90.69	5,687,860	9.31	61,064,001	83.89%	91,415
14	51,309,478	84.02	9,755,174	15.98	61,064,652	83.89%	90,764
15	60,673,702	99.36	391,313	0.64	61,065,015	83.89%	90,401

Resolutions:

- 1 Reports of directors and financial statements
- 2 Approval of remuneration report
- 3 Declaration of final dividend
- 4 Re-election of David McMurtry
- 5 Re-election of John Deer
- 6 Re-election of Ben Taylor
- 7 Re-election of Allen Roberts
- 8 Re-election of Geoff McFarland
- 9 Re-election of David Grant: (a) independent shareholders; (b) all shareholders
- 10 Re-election of Carol Chesney: (a) independent shareholders; (b) all shareholders
- 11 Re-election of John Jeans: (a) independent shareholders; (b) all shareholders
- 12 Election of Kath Durrant: (a) independent shareholders; (b) all shareholders
- 13 Re-appointment of KPMG LLP as auditors
- 14 Authorisation of the audit committee to determine the auditors' remuneration
- 15 Authorisation of the Company to purchase its own shares

Special Resolution

A copy of the following special resolution which was passed at the Annual General Meeting held on 15 October 2015 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 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 2016 and 31st December 2016 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
15 October 2015

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