
Dated:

2022

(1) Renold plc

Directors' deed of release

THIS DEED POLL is made on 2022.

BY

Renold plc, a public limited company with company number 00249688 whose registered office address is at Trident 2, Trident Business Park, Styal Road, Wythenshawe M22 5XB (the "**Company**") in favour of certain current and former directors of the Company, details of whom are set out in the Schedule hereto (the "**Relevant Directors**" and "**Relevant Former Directors**").

BACKGROUND

- (A) As explained in the annual report and accounts and Notice of Annual General Meeting addressed to the shareholders of the Company dated 4 August 2022, a copy of which is appended to this deed poll (the "**Notice**"), the directors of the Company have become aware of an issue concerning technical non-compliance with the Companies Act 2006 Act (the "**2006 Act**") in relation to the payment of preference dividends by the Company on 1 July 2019, 2 January 2020, 1 July 2020 and 2 January 2021 (the "**Relevant Distributions**").
- (B) The Company has been advised that, as a consequence of the Relevant Distributions having been paid otherwise than in accordance with the 2006 Act, it may have claims against the Relevant Directors and the Relevant Former Directors.
- (C) Pursuant to resolution 15 as set out in the Notice and duly passed by the Company's shareholders at the annual general meeting of the Company held on 6 September 2022, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Distributions against each of the Relevant Directors and the Relevant Former Directors and wishes to enter into this deed poll in favour of the Relevant Directors and the Relevant Former Directors.

OPERATIVE PROVISIONS

1. **RELEASE OF DIRECTORS**

The Company hereby unconditionally and irrevocably waives and releases each of the Relevant Directors and the Relevant Former Directors from any and all liability they have or may have to the Company and all claims and demands the Company has or may have against each of them (including, without limitation, any derivative action from or on behalf of shareholders of the Company) in connection with the making, incurrence, approval, declaration or payment of the Relevant Distributions.

2. **GOVERNING LAW**

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

IN WITNESS of which this deed poll has been duly executed and has been delivered on the date stated at the beginning of this document.

THE SCHEDULE

Relevant Directors and Relevant Former Directors

Relevant Directors

1. David Landless
Robert Purcell
Tim Cooper
Jim Haughey
Andrew Magson

Relevant Former Directors

2. Each statutory director of the Company who is not a Relevant Director but who was in office at a time when a Relevant Distribution was distributed to shareholders of the Company.

EXECUTED as a Deed Poll by)
RENOLD PLC)
acting by one director)
in the presence of:)

Signature of director

Witness Signature:

Witness Name:

Witness Address:

Witness Occupation: