



**Notice of AGM**

**Renold Plc**

**2025 Annual General Meeting**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should consult your stockbroker, solicitor, accountant or other professional investment adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your holding of Ordinary Shares in Renold Plc, please forward this document, together with the accompanying documents, to the purchaser or transferee or to the stockbroker, bank or other agent through or to whom the sale was effected for transmission to the purchaser or transferee.

Notice of the 2025 Annual General Meeting of the Company to be held at Trident 2, Trident Business Park, Styal Road, Wythenshawe, Manchester, M22 5XB on 30 September 2025 at 11 am is set out on pages 5 to 8 inclusive. Whether or not Ordinary Shareholders propose to attend the 2025 Annual General Meeting, Ordinary Shareholders are requested to complete and return the enclosed form of proxy so as to be received by the Company's registrars, MUFG Corporate Markets, at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 11 am on 26 September 2025. The return of a form of proxy will not preclude an Ordinary Shareholder from attending and voting at the 2025 Annual General Meeting should they subsequently decide to do so.

## Definitions

The following definitions apply throughout this document:

**2006 Act** means the Companies Act 2006;

**2025 Annual General Meeting (or 2025 AGM)** means the annual general meeting of the Company to be held at Trident 2, Trident Business Park, Styal Road, Wythenshawe, Manchester, M22 5XB on 30 September 2025 at 11 am;

**AIM Rules** means the rules published by London Stock Exchange Plc governing the regulation of AIM companies as amended or re-issued from time to time;

**Board** means the Board of Directors of Renold Plc;

**Company** or Renold means Renold Plc (incorporated and registered in England and Wales with number 249688);

**Directors** means the Directors of the Company and **Director** means any of them;

**Notice of Annual General Meeting** means the notice convening the 2025 Annual General Meeting set out on pages 5 to 8 inclusive of this document;

**Ordinary Shareholder means** a holder of Ordinary Shares;

**Ordinary Shares** means ordinary shares of 5p each in the capital of the Company;

**Preference Shareholders** means the holders of Preference Stock;

**Preference Stock** means 6% cumulative preference stock of £1 each in the capital of the Company;

**Resolutions** means the resolutions set out in the Notice of Annual General Meeting, and a reference to a numbered Resolution is to the resolution so numbered in the Notice of Annual General Meeting;

**Shareholders** means the shareholders of the Company; and

**QCA Code** means the Quoted Companies Alliance code as in effect at the date of this document.

# ***RENOLD***

Incorporated and registered in England and Wales with number 249688

Directors:

David Landless (Chair)

Robert Purcell (Chief Executive)

Jim Haughey (Group Finance Director)

Tim Cooper (Senior Independent Non-Executive Director)

Andrew Magson (Non-Executive Director)

Victoria Potter (Non-Executive Director)

## **To Ordinary Shareholders and, for information only, to Preference Shareholders**

Dear Ordinary Shareholder

Registered Office:  
Trident 2  
Trident Business Park  
Styal Road  
Wythenshawe  
Manchester  
M22 5XB

21 August 2025

I am writing to give you details of the business which will be conducted at the 2025 Annual General Meeting of Renold to be held at 11 am on Tuesday 30 September 2025 at Trident 2, Trident Business Park, Styal Road, Wythenshawe, Manchester, M22 5XB. Ordinary Shareholders will be asked to consider and, if thought fit, approve resolutions in respect of the matters as set out on pages 5 to 8 of this document.

Both the Annual General Meeting and the business to be conducted at the Annual General Meeting will proceed as planned and detailed in this Notice of Annual General Meeting, notwithstanding the ongoing process relating to the recommended offer for Renold (the **Acquisition**) by MPE Bid Co (**MPE**), a newly-formed corporation indirectly controlled by funds managed by MPE Mgt. Co., LLC, announced on 13 June 2025 (the **Offer**).

In accordance with recommended best practice, voting on all of the proposed resolutions at the 2025 AGM will be conducted on a poll rather than on a show of hands.

If you are unable to participate in the meeting in person, please complete and return the enclosed form of proxy in the prepaid envelope provided so as to reach the Company's registrar, MUFG Corporate Markets, by 11 am on Friday 26 September 2025. Alternatively, you may register your vote online by visiting the registrar's website at <https://uk.investorcentre.mpms.mufg.com/>.

In order to register your vote online you will need to enter the investor code (**IVC**) which is given on the enclosed form of proxy. If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained in the notes to the Notice of Annual General Meeting and in the form of proxy. If you are an institutional investor, you may be able to appoint a proxy electronically through the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. Further information regarding Proxymity is contained in the notes to the Notice of Annual General Meeting (see pages 7 and 8 of this document).

For any updates in relation to the 2025 AGM, Shareholders should monitor the 'Investors' section of the Renold website at [investors.renold.com](https://investors.renold.com) and its Regulatory Information Service announcements.

The results of the votes on the proposed resolutions will be announced in the normal way as soon as practicable after the conclusion of the 2025 AGM.

In the remainder of this letter, I seek to explain certain elements of the business to be considered at the 2025 Annual General Meeting.

Resolutions 1 to 12 will be proposed as ordinary resolutions and Resolutions 13 to 15 will be proposed as special resolutions. The proposed ordinary resolutions will be passed if more than 50% of the votes cast are in favour and the proposed special resolutions will be passed if at least 75% of the votes cast are in favour.

In light of the Offer, the Board has decided not to declare a final dividend for the financial year ended 31 March 2025, as MPE has reserved the right to decrease the price per Renold share payable in respect of the Acquisition for any dividend declared, made, paid or that becomes payable by Renold on or prior to the effective date of the Acquisition.

### ***The ordinary business to be proposed at the 2025 Annual General Meeting***

The ordinary business to be proposed at the 2025 Annual General Meeting is set out in Resolutions 1 to 11 inclusive.

### **To receive the Annual Report and Accounts for the financial year ended 31 March 2025 (Resolution 1)**

The Directors are required by the 2006 Act to lay the audited report and accounts of the Company and its subsidiaries before the Shareholders each year at the annual general meeting.

### **Approval of the Directors' Remuneration Report (Resolution 2)**

The Directors' Remuneration Report is set out in full on pages 52 to 57 of the 2025 Annual Report and Accounts. Resolution 2 is an ordinary resolution to approve the Directors' Remuneration Report. Resolution 2 is an advisory Resolution and, accordingly, the entitlement of a director to remuneration is not made conditional on the Resolution being passed.

### **Approval of the Directors' Remuneration Policy (Resolution 3)**

The Directors' Remuneration Policy is set out in full on pages 58 to 61 of the 2025 Annual Report and Accounts. Resolution 3 is an ordinary resolution to approve the Directors' Remuneration Policy which will take effect from the date the Resolution is passed. The vote on the Directors' Remuneration Policy is advisory and non-binding. The Remuneration Committee has undertaken a detailed review of the Remuneration Policy adopted in 2022 and has consulted with Korn Ferry as advisor to the Remuneration Committee. The new Remuneration Policy is in substantially the same form as the Remuneration Policy adopted in 2022, however it includes some changes to future proof the Policy, increase flexibility in its operation and accommodate growth of the Company. The Remuneration Policy ensures remuneration arrangements remain aligned with the Company strategy, the interests of the Company's shareholders and current best practice.

### **Directors (Resolutions 4 to 9)**

This year, in line with the updates made to the QCA Corporate Governance Code in 2023, shareholders will be asked to provide approval of the appointment and re-appointment of all directors.

The expertise offered and the contribution made by the Directors, as detailed in their individual biographies, continue to be important to the Company's long-term sustainable success.

Brief biographical details of each Director subject to re-election can be found in the Appendix 1 to the Notice of Annual General Meeting.

### **Auditors (Resolutions 10 to 11)**

Resolution 10 relates to the appointment of BDO LLP as the Company's auditor to hold office until the next annual general meeting of the Company. Resolution 11 seeks Shareholder authorisation for the Board to authorise the Directors to determine the remuneration of the auditors.

### ***The special business to be proposed at the 2025 Annual General Meeting***

In addition to the ordinary business, you will find Resolutions 12 to 15 inclusive, which will be proposed at the 2025 Annual General Meeting as special business. A detailed explanation of Resolutions 12 to 15 follows.

### **Authority to allot Ordinary Shares (Resolution 12)**

Resolution 12 deals with the Directors' authority to allot shares. The Directors are currently authorised to allot relevant securities of the Company, but their authorisation ends on the date of the 2025 Annual General Meeting. This resolution seeks to renew the Directors' authority to allot shares.

In accordance with the guidance issued by The Investment Association (**IA**), Resolution 12 will, if passed, give the Directors the authority to allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares up to a maximum nominal amount of £7,506,410 representing 150,128,200 Ordinary Shares and approximately 66.6% of the issued Ordinary Shares in the capital of the Company as at the date of this document. Of this amount, 75,064,100 Ordinary Shares representing approximately 33.3% of the Ordinary Shares in the capital of the Company can only be allotted pursuant to a fully pre-emptive offer.

This authority would expire on the earlier of the conclusion of the Company's next annual general meeting and 30 December 2026. The Board intends to seek its renewal at subsequent annual general meetings of the Company.

As at the date of this document, the Company held no shares in treasury.

### **Disapplication of statutory pre-emption provisions (Resolutions 13 and 14)**

Resolution 13 seeks to renew the authority conferred on the Directors at last year's annual general meeting to issue Ordinary Shares for cash without complying with the pre-emption rights in the 2006 Act in certain circumstances.

If approved, Resolution 13 will authorise the Directors to issue shares in connection with a rights issue or other similar issue and otherwise to issue shares for cash up to a maximum nominal amount of £1,127,088.70, which includes the sale on a non-pre-emptive basis of any shares the Company may hold in treasury for cash. The maximum nominal amount of equity securities to which this authority relates represents approximately 10% of the issued ordinary share capital of the Company as at the date of this document.

Resolution 13 will, in addition, authorise the Directors to issue additional shares up to an amount equal to 20% of any allotment of equity securities or sale of treasury shares made under paragraph (b) of Resolution 13 for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights.

Resolution 14 will, in addition to any authority granted pursuant to Resolution 13 above, give the Directors authority to allot equity securities free of pre-emption rights, up to a maximum nominal amount of £1,127,088.70, representing an additional 10% of the issued ordinary share capital, for transactions which the Board determines to be an acquisition or other specified capital investment.

Resolution 14 will, in addition, authorise the Directors to issue additional shares up to an amount equal to 20% of any allotment of equity securities or sale of treasury shares made under paragraph (a) of Resolution 14 for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights.

The disapplication authorities proposed by Resolutions 13 and 14 are in line with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles published in November 2022 (**Pre-Emption Principles**). The Pre-Emption Group's Statement of Principles allows the annual disapplication of pre-emption rights to include:

- 10 per cent of issued ordinary share capital to be issued on an unrestricted basis;
- an additional 10 per cent of issued ordinary share capital to be used for either "an acquisition or specified capital investment"; and
- a follow-on offer to existing holders of securities not allocated shares under an issue made under either of the two bullets above.

To reflect best practice, as set out in the Pre-Emption Group's monitoring report and template resolutions published in November 2022, Resolutions 13 and 14 are proposed as two separate Resolutions.

If granted, Resolutions 13 and 14 would expire on the earlier of the Company's next annual general meeting and 30 December 2026.

### **Authority to purchase Ordinary Shares (Resolution 15)**

Resolution 15 seeks Shareholder authority for the Company to make market purchases of its own Ordinary Shares. The Directors have no present intention of exercising this authority but would wish to have the flexibility to do so in the future. Purchases of its own Ordinary Shares would only be made through the London Stock Exchange. Any Ordinary Shares purchased would be cancelled (in which case the number of Ordinary Shares in issue would thereby be reduced) or held in treasury, depending on which course of action is considered by the Directors to be in the best interests of the shareholders at that time.

As stated above, the Directors have no present intention of exercising the authority to purchase the Company's Ordinary Shares but will keep the matter under review and will only exercise the authority to make purchases of Ordinary Shares granted by Resolution 15 if they believe that to do so would result in an improvement in earnings per share and/or is in the best interests of the Shareholders generally. The maximum number of Ordinary Shares which may be purchased is 22,541,774 representing approximately 10% of the issued Ordinary Shares as at the date of this document. The authority would expire on the earlier of the conclusion of the Company's next annual general meeting and 30 December 2026. The minimum price that could be paid for an Ordinary Share would be the nominal value of such Ordinary Share and the maximum price would be the higher of (i) 5% above the average of the middle market quotations of the Ordinary Shares (as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange) for the five business days immediately prior to the contracted purchase date and (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for any number of Ordinary Shares on the London Stock Exchange, in each case excluding expenses.

As at 12 August 2025, options and awards over a total of 28,262,435 Ordinary Shares were outstanding and not exercised. That number of Ordinary Shares represents approximately 12.54% of the Company's total issued ordinary capital as at the same date. It would represent approximately 13.93% of the issued ordinary share capital if the authority to purchase the Company's own Ordinary Shares conferred by Resolution 15 had been exercised in full at that date and the shares so purchased had been cancelled.

### **Action to be taken**

A reply-paid form of proxy for use at the 2025 Annual General Meeting is enclosed. Whether or not you are able to attend the 2025 Annual General Meeting, you are strongly advised to complete, sign, date and return the form of proxy in accordance with the instructions printed on it so as to arrive at the offices of the Company's registrars, MUFG Corporate Markets, at PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL as soon as possible but, in any event, no later than 11 am on 26 September 2025.

### **Recommendation**

The Board considers that the passing of Resolutions 1 to 15 inclusive is likely to promote the success of the Company and is in the best interests of the Company and of its Shareholders as a whole and the Board unanimously recommends that you vote in favour of them, as each of the Directors who hold Ordinary Shares, and certain persons connected with the Directors who hold Ordinary Shares, intend to do in respect of their own beneficial holdings of Ordinary Shares, being approximately 2.7% in aggregate of the Ordinary Shares in issue as at 12 August 2025 (being the latest practicable date prior to the publication of this document).

Yours faithfully

**David Landless**

Chair

# Renold Plc

## Notice of Annual General Meeting

Notice is hereby given that the 2025 Annual General Meeting of Renold Plc will be held at 11 am on 30 September 2025 at Trident 2, Trident Business Park, Styal Road, Wythenshawe, Manchester, M22 5XB to consider and, if thought fit, pass the following resolutions.

You will be asked to consider and vote on the Resolutions below. Resolutions 1 to 12 inclusive will be proposed as ordinary resolutions and Resolutions 13 to 15 inclusive will be proposed as special resolutions.

### **Ordinary business**

1. To receive and consider the Company's annual accounts, together with the Directors' Report and the Auditor's Report, for the financial year ended 31 March 2025.
2. To approve the Directors' Remuneration Report, in the form set out on pages 52 to 57 in the Company's Annual Report and Accounts for the year ended 31 March 2025.
3. To approve the Directors' Remuneration Policy, set out on pages 58 to 61 in the Company's Annual Report and Accounts for the year ended 31 March 2025.
4. To re-elect David Landless as a Director of the Company.
5. To re-elect Robert Purcell as a Director of the Company.
6. To re-elect Jim Haughey as a Director of the Company.
7. To re-elect Tim Cooper as a Director of the Company.
8. To re-elect Andrew Magson as a Director of the Company.
9. To re-elect Victoria Potter as a Director of the Company.
10. To appoint BDO LLP as auditors of the Company, to hold office from the conclusion of the meeting until the conclusion of the next meeting at which accounts are laid before the Company.
11. To authorise the Directors to determine the auditors' remuneration.

### **Special business**

12. That the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the 2006 Act to exercise all powers of the Company to allot Ordinary Shares in the Company and to grant rights to subscribe for, or to convert any security into, such shares in the Company (**Allotment Rights**), but so that:
  - a) the maximum amount of Ordinary Shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £7,506,410, of which:
    - (i) one half may be allotted or made the subject of Allotment Rights in any circumstances; and
    - (ii) the other half may be allotted or made the subject of Allotment Rights pursuant to any fully pre-emptive offer in favour of Ordinary Shareholders where the equity securities respectively attributable to the interests of all Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them or pursuant to any arrangements made for the placing or underwriting or other allocation of any shares or other securities included in, but not taken up under, such fully pre-emptive offer;
  - b) this authority shall expire on the earlier of the date of the next annual general meeting of the Company or on 30 December 2026;
  - c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry; and
  - d) all authorities vested in the Directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.
13. That if Resolution 12 as set out in this notice is passed, and in accordance with Article 15 of the Articles of Association of the Company, the Board be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited to:
  - a) the allotment of equity securities in connection with any rights issue or open offer or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of Ordinary Shares on the register on any fixed record date in proportion to their holdings of Ordinary Shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange;
  - b) the allotment of equity securities or sale of treasury shares (other than pursuant to paragraph (a) above) up to a nominal value of £1,127,088.70; and

- c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 December 2026) save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted or treasury shares sold after such date.

- 14. That if Resolution 12 as set out in this notice is passed, and in accordance with Article 15 of the Articles of Association of the Company, the Board be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited to:

- a) the allotment of equity securities or sale of treasury shares up to a nominal value of £1,127,088.70, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months of the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 December 2026) save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted or treasury shares sold after such date.

- 15. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of the 2006 Act) of Ordinary Shares and, where shares are held as treasury shares, to use them, inter alia, for the purposes of employee share plans operated by the Company, provided that:

- a) the maximum aggregate number of Ordinary Shares that may be purchased under this authority is 22,541,774;
- b) the minimum price exclusive of any expenses which may be paid for any Ordinary Share shall not be less than the nominal value of such Ordinary Share at the time of the purchase;
- c) the maximum price (exclusive of expenses) which may be paid for such Ordinary Shares shall be the higher of (i) 5% above the average of the middle market quotations of the Ordinary Shares (as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange) for the five business days immediately prior to the contracted purchase date and (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for any number of Ordinary Shares on the London Stock Exchange;
- d) the authority conferred by this Resolution 15 in this notice of meeting shall expire on the earlier of the conclusion of the Company's next annual general meeting and 30 December 2026; and
- e) before such expiry the Company may enter into a contract to purchase shares that would or might require a purchase to be completed after such expiry.

By order of the Board

**Andrew Batchelor**

Company Secretary

Renold Plc

Registered office:

Trident 2

Trident Business Park

Styal Road

Wythenshawe

Manchester

M22 5XB

(Registered in England and Wales with number 249688)

Dated 21 August 2025



## Notes

### Notice of Annual General Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this annual general meeting (or **Meeting**) or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of business on 26 September 2025. 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.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 30 minutes prior to the commencement of the Meeting at 11 am (UK time) on 30 September 2025 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting (as detailed in note 6 below). A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the Meeting.
6. Any member wishing to vote at the meeting without attending in person or, in the case of a corporation, through its duly appointed representative, must appoint a proxy to do so. Forms for the appointment of a proxy that can be used for this purpose have been provided to members with this notice of meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to the Company's registrars, MUFG Corporate Markets, at PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL so as to be received by 11 am (UK time) on 26 September 2025 (or in the case of adjournment, by the time 48 hours, excluding non-working days, before the time appointed for the adjourned meeting). Alternatively, you may vote electronically via the Investor Centre app or by accessing the web browser at <https://uk.investorcentre.mpms.mufg.com/> (see below). You will require your username and password to use the Investor Centre to log in and vote. If you have not previously registered to use the Investor Centre, you will require your investor code (**IVC**) which can be found on your proxy card. Members who hold their shares in uncertificated form may also use the 'CREST voting service' to appoint a proxy electronically, as explained below. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform, as explained below.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 12 below) or the appointment of a proxy via the Proximity platform (as described in note 14 below) will not prevent a shareholder from attending the Meeting and voting in person if they wish to do so.
9. Unless otherwise indicated on the form of proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.
10. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.



12. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11 am (UK time) on 26 September 2025. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer'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.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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 their 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
14. Proxymity Voting – if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar (for further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io)). Your proxy must be lodged by 11 am on 26 September 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting (excluding non-working days). Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
15. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares. Any such representative should bring to the meeting written evidence of their appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment.
16. As at the date of this document the Company's issued share capital consists of 225,417,740 Ordinary Shares, all carrying one vote each and 580,482 units of 6% cumulative preference stock of £1 each carrying no voting rights. The Company does not hold any shares in treasury. Accordingly, the total voting rights in the Company are 225,417,740 Ordinary Shares.
17. Under Section 527 of the 2006 Act, shareholders 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 financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting, or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the 2006 Act (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.
18. Any shareholder attending the Meeting 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 Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting 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 Meeting that the question be answered.
19. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice of Annual General Meeting until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice of Annual General Meeting, from 11 am on the day of the Meeting until the conclusion of the Meeting: copies of the Directors' letters of appointment or service contracts.
20. You may not use any electronic address (within the meaning of Section 333(4) of the 2006 Act) provided in either this Notice of Annual General Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice of Annual General Meeting, and other information required by Section 311A of the 2006 Act, can be found on the Company's website at <http://investors.renold.com>

## APPENDIX 1 – DIRECTOR INFORMATION

Biographical details of Directors submitted for re-election.

### COMMITTEE MEMBERSHIPS KEY:

A - Audit Committee

N - Nomination Committee

R - Remuneration Committee

E - Executive Risk Management and Monitoring Committee

### Resolution 4 - David Landless

#### *Chair*

#### *Committees: N, R*

David, aged 65, was appointed to the Board as a Non-Executive Director on 9 January 2017, became Chair of the Audit Committee on 19 July 2017 and was appointed as Senior Independent Director on 13 November 2019. David became the Chair of Renold on 23 August 2021. As a fellow of the Chartered Institute of Management Accountants, David has significant experience at senior levels of international businesses in the industrials sector. He was most recently Group Finance Director of Bodycote plc from 1999 until his retirement on 1 January 2017. Prior to that, he held a range of finance roles for 15 years at Courtaulds in the UK and US, latterly as Finance Director of Courtaulds Coatings (Holdings) Limited, from 1997 to 1999. David is currently a Non-Executive Director of Ausurus Group Limited, which is the holding company for European Metal Recycling Limited as well as a Non-Executive Director and Chair of the Audit Committee of Innospec Inc. He was a Non-Executive Director of Luxfer Holdings plc from 2013 until June 2022, serving as Chair from May 2019 until March 2022.

### Resolution 5 - Robert Purcell

#### *Chief Executive*

#### *Committees: E*

Robert, aged 63, joined the Renold group on 21 January 2013 as Chief Executive. Prior to joining Renold, Robert was Managing Director of Filtrona plc's Protection and Finishing Products Division. He has also held a Managing Director role at Low and Bonar plc within its technical textiles business. His early career was in operational management within Courtaulds plc, during which time he gained an MBA from the Cranfield School of Management.

### Resolution 6 - Jim Haughey

#### *Finance Director*

#### *Committees: E*

Jim, aged 58, was appointed to the Board as Finance Director on 1 October 2020. He is a member of The Institute of Chartered Accountants in England and Wales and has significant experience at a senior level within international industrial businesses. He spent 15 years working in senior financial positions with FKI plc and Bridon Group, and spent eight years as Group Financial Controller at Bodycote plc. More recently he held the positions of Group Finance Director at Mpac Group plc and Finance Director of Drive DeVilbiss Healthcare.

### Resolution 7 - Tim Cooper

#### *Senior Independent Non-Executive Director*

#### *Committees: A, N, R*

Tim, aged 65, was appointed as a Non-Executive Director of Renold in November 2018. He is Chair of the Remuneration Committee, a position he has held since November 2019. On 23 August 2021 Tim was appointed as the Senior Independent Director. Tim was an Executive Director of Victrex plc, a position he held from October 2012 until 30 September 2019. Tim joined Victrex in January 2010 as Managing Director of Victrex Polymer Solutions. Tim has over 30 years of international business management and commercial experience, having held senior leadership positions in a number of industries. Prior to joining Victrex, Tim was with Umeco plc, initially as Managing Director of Aerovac Systems Limited, but later becoming Group Managing Director of Umeco Composites Process Materials. He has been Managing Director of Tellermate plc and Avery Berkel Limited, having developed his international career with GEC, BP and Land Rover. Tim is currently the Senior Independent Non-Executive Director and Chair of the Remuneration Committee of Pressure Technologies plc and an Independent Non-Executive Director of NWF Group plc.

### Resolution 8 - Andrew Magson

#### *Non-Executive Director*

#### *Committees: A, N, R*

Andrew, aged 58, was appointed to the Board on 1 December 2020. On 23 August 2021 Andrew was appointed as Chair of the Audit Committee. Andrew, a Fellow of The Institute of Chartered Accountants in England and Wales, has career-long experience working in international industrial and manufacturing businesses owned by UK public companies. He was previously Group Finance Director of The Alumasc Group plc from 2006 until 2020. Prior to that, he was Group Financial Controller and Senior Corporate Finance manager at BPB plc as it grew to become a FTSE 100 company. Andrew spent his earlier career at PwC in London where he was a Senior Manager, gaining significant experience in Audit and Corporate Finance. Andrew is also Non-Executive Chair of Hardide plc and a Pension Trustee and Chair of the Investment Committee at the Alumasc Group Pension Scheme.

### Resolution 9 - Victoria Potter

#### *Non-Executive Director*

#### *Committees: A, N, R*

Vicki, aged 53, was appointed to the Board as a Non-Executive Director on 3 May 2022. She has broad management experience in international engineering and manufacturing companies. In January 2025, Vicki was appointed as the Chief Human Resources Officer for Bodycote plc, a global FTSE 250 precision heat treatment and performance metallurgy services company. Prior to that she was Chief Human Resources Officer and Customer Services Director for Oxford Instruments plc having joined Oxford Instruments in 2011 and appointed to the management board in 2016. Vicki has a degree in Electrical and Electronic Engineering and an MA in Human Resources Management. Prior to working with Oxford Instruments, Vicki held engineering, project and operations management roles at Pepsico Inc. and ICI plc.



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