

RENOLD

Notice of AGM

**Renold
plc**

2017 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 2017 Annual General Meeting of the Company to be held at the Manchester International Office Centre, Styal Road, Wythenshawe, Manchester, M22 5WB on 19 July 2017 at 11.00 a.m. is set out on pages 8 to 12 inclusive. Whether or not Ordinary Shareholders propose to attend the 2017 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, Capita Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 11.00 a.m. on 17 July 2017. The return of a form of proxy will not preclude an Ordinary Shareholder from attending and voting at the 2017 Annual General Meeting in person should they subsequently decide to do so.

Definitions

The following definitions apply throughout this document:

2006 Act means the Companies Act 2006;

2017 Annual General Meeting means the annual general meeting of the Company to be held at the Manchester International Office Centre, Styal Road, Wythenshawe, Manchester, M22 5WB on 19 July 2017 at 11.00 a.m.;

Board means the Board of Directors of Renold plc;

Company 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 2017 Annual General Meeting set out on pages 8 to 12 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 6% cumulative preference stock of £1 each in the capital of the Company; and

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.

RENOLD

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

Incorporated and registered in England and Wales with number 249688

16 June 2017

Directors:
Mark Harper (Chairman)
Robert Purcell (Chief Executive)
Ian Scapens (Finance Director)
John Allkins (Senior Independent Non-Executive Director)
Ian Griffiths (Non-Executive Director)
David Landless (Non-Executive Director)

To Ordinary Shareholders and, for information only, to Preference Shareholders and the holders of options under the Company's share option schemes

Dear Ordinary Shareholder

The 2017 Annual General Meeting is to be held at the Manchester International Office Centre, Styal Road, Wythenshawe, Manchester, M22 5WB on 19 July 2017 at 11.00 a.m. The formal Notice of Annual General Meeting is set out on pages 8 to 12 inclusive of this document.

The purpose of this letter is to explain certain elements of the business to be considered at the 2017 Annual General Meeting.

Resolutions 1 to 11 will be proposed as ordinary resolutions and Resolutions 12 to 16 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.

The ordinary business to be proposed at the 2017 Annual General Meeting

The ordinary business to be proposed at the 2017 Annual General Meeting is set out in Resolutions 1 to 9 inclusive.

Approval of the Directors' Remuneration Report (Resolution 2)

The Directors' Remuneration Report is set out in full on pages 78 to 94 of the 2017 Annual Report and Accounts. Resolution 2 is an ordinary resolution to approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy). The Resolution is an advisory Resolution and, accordingly, entitlement of a director to remuneration is not made conditional on the Resolution being passed.

Directors (Resolutions 3 to 7)

Ian Scapens and David Landless were appointed as directors of the Company on 3 and 9 January 2017 respectively. Under article 107 of the Company's Articles of Association, the new directors are required to stand for election at the next annual general meeting of the Company following their appointment and as such they put themselves forward for election by the ordinary shareholders, with the recommendation of the Board.

In addition to the election of Ian Scapens and David Landless, under the Company's Articles of Association, up to one third of the Directors are obliged to retire by rotation at each annual general meeting of the Company and be eligible for re-election. This obligation has been extended previously so as to require all Non-Executive Directors to put themselves forward for re-election on an annual basis. The Directors note that this exceeds their obligations under the UK Corporate Governance Code, which requires that all the Directors should submit themselves for re-election at intervals of no more than three years. At the 2017 Annual General Meeting, myself, John Allkins and Ian Griffiths as Non-Executive Directors, will put ourselves forward for re-election by the Ordinary Shareholders, with the recommendation of the Board.

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

David Landless will become Chairman of the Audit Committee on completion of the 2017 Annual General Meeting, succeeding John Allkins who will step down after nine years in the role. John Allkins is also currently Senior Independent Director and Ian Griffiths will step into this role after the 2017 Annual General Meeting. John Allkins will continue as a Non-Executive Director until the conclusion of the 2018 Annual General Meeting.

The special business to be proposed at the 2017 Annual General Meeting

In addition to the ordinary business, you will find Resolutions 10 to 16 inclusive, which will be proposed at the 2017 Annual General Meeting as special business. A detailed explanation of Resolutions 10 to 16 follows.

Purchase of Deferred Shares by the Company (Resolution 10)

Resolution 10, which will be proposed as an ordinary resolution, seeks shareholder approval for the Company to purchase 77,064,703 deferred shares of 20 pence each in the capital of the Company (**Deferred Shares**) (being all the Deferred Shares in the capital of the Company) upon the terms of an agreement proposed to be made between the holders of the Deferred Shares and the Company (**Agreement**).

Pursuant to the ordinary resolution dated 9 December 2009 which created the Deferred Shares, the Company has the right to:

- a) purchase all of the Deferred Shares in accordance with the 2006 Act, without obtaining the consent of the holders of the Deferred Shares, in consideration for the payment to the holders of the Deferred Shares of an amount not exceeding one penny in respect of all the Deferred Shares;
- b) appoint any person to execute a contract for the sale of the Deferred Shares to the Company on behalf of any holder of Deferred Shares; and
- c) cancel all the Deferred Shares purchased by the Company in accordance with the 2006 Act.

The Company now wishes to exercise its right to purchase the Deferred Shares and intends to immediately cancel the Deferred Shares once the purchase has been completed. The purchase and cancellation of the Deferred Shares will assist the Company in maintaining its financial hygiene and will enable the Company to remove from its balance sheet an item which the Directors consider to have no economic value.

Under the 2006 Act, the Company may only purchase the Deferred Shares pursuant to a contract which has been approved in advance by the Company's shareholders by way of ordinary resolution. Resolution 10 seeks shareholder approval for the proposed Agreement between the holders of the Deferred Shares and the Company, under which the Company will purchase the Deferred Shares for an aggregate purchase price of one penny, which will be provided out of the Company's distributable profits.

If Resolution 10 is approved, the Company will exercise its right to appoint a person to execute the proposed Agreement on behalf of all the holders of the Deferred Shares – no further action will need to be taken by the holders of the Deferred Shares.

A copy of the proposed Agreement will be available for inspection at the Company's registered office (Trident 2, Trident Business Park, Styal Road, Wythenshawe, M22 5XB, United Kingdom) during normal business hours on any weekday (Saturday, Sunday and public holidays excluded) until the close of the 2017 Annual General Meeting and will be available at the 2017 Annual General Meeting from at least 15 minutes prior to and during the meeting.

If approved, Resolution 10 will become effective at the close of the 2017 Annual General Meeting.

Authority to allot Ordinary Shares (Resolution 11)

Resolution 11 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 2017 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 11 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 150,128,215 Ordinary Shares and approximately 66.6% of the issued ordinary share capital of the Company as at the date of this document. Of this amount, 75,064,107 Ordinary Shares representing approximately 33.3% of the issued ordinary share capital of the Company can only be allotted pursuant to a fully pre-emptive rights issue. The Directors have no present intention of exercising this authority. However, if they do exercise the authority, the Directors intend to follow best practice as regards its use as recommended by the IA.

This authority would expire on the earlier of the conclusion of the Company's next annual general meeting and 16 January 2019. 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.

Adoption of new Articles of Association (Resolution 12)

Resolution 12, which will be proposed as a special resolution, seeks shareholder approval for the Company to adopt new Articles of Association (**New Articles**), principally in order to reflect developments in best practice and legislation, and to provide clarification and additional flexibility. The Company's current Articles of Association (**Current Articles**) were adopted on 30 July 2008 and last amended on 15 July 2010.

If approved, Resolution 12 will become effective at the close of the 2017 Annual General Meeting.

The principal changes being proposed in the New Articles are summarised in Appendix 1. Other changes, which are of a minor, technical or clarifying nature, have not been noted in Appendix 1.

Copies of the Current Articles and the proposed New Articles that reflect the changes summarised in Appendix 1 will be available for inspection at the Company's registered office (Trident 2, Trident Business Park, Styal Road, Wythenshawe, M22 5XB, United Kingdom) and at Eversheds Sutherland (International) LLP, One Wood Street, London, EC2V 7WS during normal business hours on any weekday (Saturday, Sunday and public holidays excluded) until the close of the 2017 Annual General Meeting and will be available at the 2017 Annual General Meeting from at least 15 minutes prior to and during the meeting.

Disapplication of statutory pre-emption provisions (Resolution 13)

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 £563,544.35, 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 5% of the issued ordinary share capital of the Company as at the date of this document. If granted, this authority would expire on the earlier of the conclusion of the Company's next annual general meeting and 16 January 2019. The Directors have no present intention of exercising this authority.

The Directors confirm their intention to follow the provisions of the Pre-emption Group's 2008 Statement of Principles (**Principles**) regarding cumulative usage of authorities within a rolling three year period. The Principles provide that companies should not issue shares for cash representing more than 7.5% of the company's issued share capital in any rolling three year period, other than to existing shareholders, without prior consultation with shareholders.

Authority to purchase Ordinary Shares (Resolution 14)

Resolution 14 seeks shareholders' 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 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 14 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 16 January 2019. 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 maximum price permitted by the Financial Conduct Authority's Listing Rules or in case of a tender offer, 5% above 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 terms of the tender offer are announced, in each case excluding expenses.

As at the date of this document, options over a total of 10,273,923 Ordinary Shares were outstanding and not exercised. That number of Ordinary Shares represents approximately 4.56% of the Company's total issued ordinary capital as at the same date. It would represent approximately 5.06% of the issued ordinary share capital if the authority to purchase the Company's own Ordinary Shares conferred by Resolution 14 had been exercised in full at that date and the shares so purchased had been cancelled.

Notice of general meetings (Resolution 15)

Resolution 15 seeks to renew an authority granted at the Company's last annual general meeting to allow the Company to hold General Meetings (other than annual general meetings) on 14 days' notice. Under the Companies (Shareholder Rights) Regulations 2009 this authority is required to be approved by the shareholders annually, otherwise a minimum of 21 days' notice must be given. The Directors believe it is in the best interests of the Company and its shareholders as a whole to preserve the shorter notice period. However, the flexibility offered by this resolution will not be used as a matter of routine for General Meetings, but only where, taking into account all the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting.

Political donations (Resolution 16)

Part 14 of the 2006 Act imposes restrictions on companies making political donations to: (i) political parties; (ii) other political organisations and (iii) independent election candidates and on incurring political expenditure (as defined in the 2006 Act) without shareholders' consent. The Company does not envisage making any political donations. However, as the definitions used in the 2006 Act are broad, it is possible that normal business activities, which might not be thought to be political expenditure in the usual sense, could be caught. On that basis, authority is being sought purely as a precaution. As permitted under the 2006 Act, Resolution 16 covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

Action to be taken

A reply-paid form of proxy for use at the 2017 Annual General Meeting is enclosed. Whether or not you are able to attend the 2017 Annual General Meeting, you are 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, Capita Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but, in any event, no later than 11.00 a.m. on 17 July 2017.

Recommendation

The Board considers that the passing of Resolutions 1 to 16 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 intends to do in respect of his own beneficial holdings of Ordinary Shares, being approximately 2.939% in aggregate of the Ordinary Shares in issue as at the date of this document.

Yours faithfully

Mark Harper
Chairman

Renold plc

Appendix 1 – Summary of principal changes to Company's Current Articles

Power to allot shares (Article 14)

Under the Current Articles, the directors of the Company may (subject to the 2006 Act, the Current Articles and any shareholder resolutions) allot shares in the Company (or grant rights to subscribe for or to convert any security into such shares) at such times and generally on such terms and conditions as they may determine. The New Articles clarify that, in accordance with section 551 of the 2006 Act, the directors may only allot shares in the Company (or grant rights to subscribe for or to convert any security into such shares) if they have been given prior authorisation for the allotment by ordinary resolution of the Company's members, and that such authority must not be for longer than a 5 year period and it must state the maximum amount of relevant securities that may be allotted under such authority.

Exclusion of pre-emption rights (Article 15)

In accordance with section 570 of the 2006 Act, the New Articles expressly provide that the Company may pass a special resolution authorising the directors to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if the pre-emption rights in section 561(1) of the 2006 Act did not apply to any such allotment. The special resolution must state the period of time for which such authority is valid and the maximum amount of equity securities that may be allotted under such authority.

Power to reconvert (Article 52)

The Current Articles provide that the Company may convert its fully paid up shares into stock and may reconvert any such stock back into fully paid up shares. Under the 2006 Act, the Company is no longer able to convert its fully paid up shares into stock, but the Company is still able to reconvert any existing stock back into fully paid up shares. The New Articles reflect the position under the 2006 Act.

Periods of notice for general meetings and persons entitled to notice (Article 58)

The Current Articles contain a cross-reference to the relevant sections of the 2006 Act which permit the Company to provide notice of meeting in electronic form and to make notice of meeting available on a website. For clarity, the New Articles expressly set out the ability of the Company to provide notice of meeting in electronic form and to make notice of meeting available on a website, together with the conditions the Company must satisfy in order to do so. In addition, section 311A of the 2006 Act requires the Company to publish certain information on a website when notice of meeting is given and to keep it on the website for a period of two years from that date. This requirement is reflected in the New Articles.

Contents of notice (Article 59)

The Current Articles do not reflect all of the requirements of the 2006 Act with regards to the contents of each notice of meeting issued by the Company. The New Articles expressly set out what must be included in each notice of meeting issued by the Company in accordance with the 2006 Act. In addition, the New Articles expressly set out what must be included in each notice calling a meeting of any class of members of the Company.

Questions at general meetings (Article 61)

In accordance with section 319A of the 2006 Act, the New Articles contain a right for the members of the Company to ask any question at a general meeting relating to the business being dealt with at the meeting, subject to certain exceptions. This right is not contained in the Current Articles.

Circulation of resolutions and other matters on requisition of members (Article 62)

In accordance with sections 338, 338A and 339 of the 2006 Act, the New Articles provide that the Company will, if duly requisitioned by its members, give notice to all those members entitled to receive notice of its annual general meeting of any resolution which is intended to be moved at that meeting and of any matter which is to be included in the business of that meeting, together with any statement which accompanies that proposed resolution or other business to be dealt with at that meeting. The New Articles also set out who is responsible for bearing the costs of circulating such resolution and statement. These provisions are not contained in the Current Articles.

Adjournment if quorum not present (Article 64)

Under the Current Articles, if a quorum is not present at a general meeting, the meeting will be adjourned to such day and at such time and place as the chairman of the meeting may decide. However, under section 307A of the 2006 Act, the Company may only call an adjourned meeting by shorter notice than that required by the 2006 Act (being 21 days for an annual general meeting and 14 days for all other general meetings (if the relevant conditions are met)) if (i) no business is to be dealt with at the adjourned meeting, the general nature of which was not stated in the notice of the original meeting and (ii) the adjourned meeting is to be held at least 10 days after the original meeting. The New Articles reflect the requirement for the adjourned meeting to be held at least 10 days after the original meeting. In addition, under the Current Articles, if a quorum is still not present at an adjourned meeting, two members (present in person or by proxy and entitled to vote) will constitute a quorum. However, under the New Articles, if a quorum is still not present at an adjourned meeting, the member or members (present in person, by proxy or by representative and entitled to vote) will constitute a quorum.

Chairman's casting vote

The Current Articles provide that in the case of an equality of votes cast at a general meeting, the chairman of the meeting will be entitled to a second or casting vote. The New Articles do not provide for the chairman of the meeting to have a second or casting vote in such circumstances.

Results of a poll (Article 73)

In accordance with section 341 of the 2006 Act, the New Articles require the Company to publish on a website certain information where a poll is taken at a general meeting of the Company. The Company must keep the information available for a period of two years beginning with the date on which it is first made available on the website. In addition, the New Articles provide that members entitled by section 342 of the 2006 Act and those to whom rights are given by section 153 of the 2006 Act may require the directors of the Company to obtain an independent report on any poll taken, or to be taken, at a general meeting of the Company.

Voting rights of members (Article 75)

In accordance with section 285 of the 2006 Act and guidance from ICSA, the New Articles clarify the voting rights on a resolution on a show of hands that may be exercised by a proxy who has been duly appointed by more than one member, including in circumstances where one or more members have instructed the proxy to vote for the resolution and one or more members have instructed the proxy to vote against the resolution. In addition, the New Articles clarify the voting rights that may be exercised where more than one person is authorised by a corporation to exercise voting rights on behalf of the corporation.

Proxy votes (Article 79)

The New Articles clarify that a member may appoint more than one proxy to attend and to speak and vote on the same occasion, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. In addition, the New Articles confirm that a proxy must vote in accordance with any instructions given by the member who appointed the proxy.

Appointment of proxies (Article 80)

The New Articles provide that if more than one proxy is appointed in respect of a different share or shares held by a member but the proxy appointment does not specify to which share or shares the appointment or appointments relate or the total number of shares in respect of which appointments are made exceeds the total holding of the member, the directors of the Company will decide which of the proxies so appointed will be entitled to attend and vote and be counted in the quorum at any general meeting of the Company.

Number of directors (Article 94)

Under the Current Articles, the minimum number of directors of the Company is 5. The New Articles provide that the minimum number of directors of the Company is 3.

Fees of non-executive directors (Article 96)

The Current Articles do not impose any limit on the aggregate amount of fees per annum that are paid to non-executive directors of the Company. Under the New Articles, the aggregate amount of fees per annum that are paid to non-executive directors of the Company must not exceed £500,000.

Number of directors subject to retirement by rotation (Article 110)

Under the Current Articles, at each annual general meeting of the Company the following directors are required to retire from office: (i) any director who has been appointed by the directors since the last annual general meeting, (ii) any director who was not elected or re-elected at either of the two preceding annual general meetings and (iii) such number of other directors as would, when added to the number of other directors otherwise retiring at that annual general meeting, represent one third of the directors of the Company. Under the New Articles, limb (iii) has been deleted so that only (i) any director who has been appointed by the directors since the last annual general meeting and (ii) any director who was not elected or re-elected at either of the two preceding annual general meetings, must retire from office.

Restrictions on borrowing powers of directors (Article 126)

Under the Current Articles, the amount of borrowings that may be incurred by the Company are limited to one and a half times the Adjusted Capital and Reserves (as defined in the Current Articles) of the Company. However, under the New Articles, the amount of borrowings that may be incurred by the Company are limited to two times the Adjusted Capital and Reserves of the Company. A more detailed definition of Adjusted Capital and Reserves is included in the New Articles than in the Current Articles.

Documents sent to the Company (Article 173)

The New Articles provide that where the 2006 Act permits documents to be sent to the Company only such documents as are specified by the Company may be sent to the Company in electronic form to the address specified by the Company for that purpose.

Indemnification of directors and other officers (Article 188)

Under the Current Articles, the Company is permitted to provide an indemnity to its auditor in connection with the execution and discharge of its duties or the exercise of its powers. Consistent with guidance issued by PIRC, the New Articles do not permit the Company to provide such an indemnity to its auditor. However, in accordance with section 235 of the 2006 Act, the New Articles do permit the Company to indemnify a director against any liabilities incurred by him in connection with the Company's activities as a trustee of an occupational pension scheme.

Renold plc

Notice of Annual General Meeting

Notice is hereby given that the 2017 Annual General Meeting of Renold plc will be held at 11.00 a.m. on 19 July 2017 at the Manchester International Office Centre, Styal Road, Wythenshawe, Manchester, M22 5WB 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 11 inclusive will be proposed as ordinary resolutions and Resolutions 12 to 16 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 2017.
2. To approve the Directors' Remuneration Report, other than the Directors' Remuneration Policy, in the form set out on pages 78 to 94 in the Company's Annual Report and Accounts for the year ended 31 March 2017.
3. To elect Ian Scapens (a director appointed since the last Annual General Meeting) as a Director of the Company.
4. To elect David Landless (a director appointed since the last Annual General Meeting) as a Director of the Company.
5. To re-elect Mark Harper as a Director of the Company.
6. To re-elect John Allkins as a Director of the Company.
7. To re-elect Ian Griffiths as a Director of the Company.
8. To re-appoint Deloitte 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.
9. To authorise the Directors to determine the auditors' remuneration.

Special business

10. The terms of an agreement proposed to be made between the holders of the deferred shares of 20 pence each in the capital of the Company (**Deferred Shares**) and the Company for the purchase by the Company of 77,064,703 Deferred Shares (being all the Deferred Shares in the capital of the Company) (Agreement) upon the terms (including the aggregate purchase price of £0.01 (one penny) for all the Deferred Shares) set out in the Agreement (a copy of which is presented to the meeting and initialled by the Chairman for the purpose of identification) are approved provided that:
 - a. this authority shall expire (unless renewed, varied or revoked by the Company) on the earlier of the next annual general meeting of the Company or on 16 January 2019.
11. 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 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 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 rights issue (as referred to in the Financial Conduct Authority's Listing Rules) 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 rights issue;
 - b. this authority shall expire on the earlier of the date of the next annual general meeting of the Company or on 16 January 2019;
 - 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.
12. That the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.
13. That the Directors be empowered pursuant to section 570 of the 2006 Act, to allot equity securities (as defined in section 560 of that Act), pursuant to the authority conferred on them by Resolution 11 in this notice of meeting or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:
 - a. the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Conduct Authority's Listing Rules) 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; and

- b. the allotment of equity securities (other than pursuant to paragraph (a) above) with an aggregate nominal value of £563,544.35,

and shall expire when the authority conferred on the Directors by Resolution 11 in this notice of meeting expires 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 after such expiry.

- 14. 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 is the maximum price permitted under the Financial Conduct Authority's Listing Rules or, in the case of a tender offer (as referred to in those rules), 5% above the average of the middle market quotations of the Ordinary Shares (as derived from the London Stock Exchange's Daily Official List) for the five business days immediately preceding the date on which the terms of the tender offer are announced;
- d. the authority conferred by this Resolution 14 in this notice of meeting shall expire on the earlier of the conclusion of the Company's next annual general meeting and 16 January 2019; 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.

- 15. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

- 16. That in accordance with section 366 of the 2006 Act, the Company and all companies which are subsidiaries of the Company at any time during the period for which this resolution is effective are authorised, in aggregate to:

- a. make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- b. make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- c. incur political expenditure not exceeding £50,000 in total,

(as such terms are defined in the 2006 Act) during the period beginning with the date of the passing of this Resolution 16 and ending on the earlier of the conclusion of the Company's next annual general meeting and 16 January 2019, provided that the authorised sum referred to in paragraphs (a), (b) and (c) of this Resolution 16, may be comprised of one or more amounts in different currencies which, for the purpose of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution 16 shall not exceed £150,000.

By order of the Board

Louise Brace

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 16 June 2017

Notes

Entitlement to attend and vote

1. The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register as the holder of Ordinary Shares by close of business on 17 July 2017 (or, in the case of an adjournment, as at close of business on the day two days, excluding non-working days, immediately preceding the day fixed for the adjourned meeting) in order to be entitled to attend and vote at the meeting as a member in respect of those shares. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxies

2. A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.
3. A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed in accordance with section 323 of the 2006 Act. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. 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, Capita Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by 11.00 a.m. on 17 July 2017 (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 at www.signalshares.com. You will require your username and password to use the portal to log in and vote. If you have not previously registered to use the portal 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. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should he so wish.
4. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars, Capita Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Capita Asset Services no later than 11.00 a.m. on 17 July 2017 (or in the case of an adjournment, by the time 48 hours, excluding non-working days, before the time appointed for the adjourned meeting).

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the 2017 Annual General Meeting and voting in person. If you have appointed a proxy and attend the 2017 Annual General Meeting in person, your proxy appointment will automatically be terminated.

Appointment of proxies through CREST

5. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in the 'CREST voting service' section of the CREST Manual (www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a CREST proxy appointment instruction) must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited (Euroclear), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Capita Asset Services (ID RA10), as the Company's 'issuer's agent', by 11.00 a.m. on 17 July 2017. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the time stamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting

service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on 'Practical limitations of the system'. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.

Questions at the 2017 Annual General Meeting

6. Each member attending the meeting has the right to ask questions relating to the business being dealt with at the 2017 Annual General Meeting which, in accordance with section 319A of the 2006 Act and subject to some exceptions, the Company must cause to be answered.

Website publication of audit concerns

7. It is possible that, pursuant to members' requests made in accordance with section 527 of the 2006 Act, the Company will be required to publish on a website a statement in accordance with section 528 of the 2006 Act setting out any matter that the members concerned propose to raise at the 2016 Annual General Meeting relating to the audit of the Company's latest audited accounts. The Company cannot require the members concerned to pay its expenses in complying with those sections. The Company must forward any such statement to its auditors by the time it makes the statement available on the website. The business which may be dealt with at the meeting includes any such statement.

Communication

8. Except as provided above, members who have general queries about the 2017 Annual General Meeting should call our shareholder helpline on +44 (0)161 498 4500 (no other methods of communication will be accepted). A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.

Nominated persons

9. Any person to whom this notice is sent who is currently nominated by a member of the Company to enjoy information rights under section 146 of the 2006 Act (a nominated person) may have a right under an agreement between him and such member to be appointed, or to have someone else appointed, as a proxy for the meeting. If a nominated person has no such right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in note 2 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.

Issued shares and total voting rights

10. 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, 580,482 units of cumulative preference stock of £1 each carrying no voting rights and 77,064,703 deferred shares of 20p 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.

Documents on display

11. Copies of the following documents will be available for inspection at the registered office of the Company during normal business hours (Saturdays, Sundays and public holidays in the UK excepted) from the date of this notice until the conclusion of the 2017 Annual General Meeting:
 - a. the Executive Directors' service agreements; and
 - b. the terms and conditions of appointment of the Non-Executive Directors of the Company.

Website giving information regarding the 2017 Annual General Meeting

12. Information regarding the 2017 Annual General Meeting, including the information required by section 311A of the 2006 Act, is available at www.renold.com.

Annex

Biographical details of Directors submitted for election/re-election.

Mark Harper Chairman

Mark, aged 61, was appointed to the Board as a Non-Executive Director and Chairman-elect on 1 May 2012. He took on the role of Chairman at the close of the AGM on 12 July 2012. His appointment was extended on 1 May 2015 to May 2018. Prior to joining Renold, Mark became the Chief Executive of Filtrona plc at the time of its demerger from Bunzl plc in June 2005 and led a successful period of growth until his retirement in May 2011. He also held a number of senior operational management positions within Bunzl plc, being appointed to the Bunzl plc Board in September 2004 and has previously acted as a Non-Executive Director of BBA Aviation plc.

Robert Purcell Chief Executive

Robert, aged 55, joined the 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.

Ian Scapens Group Finance Director

Ian, aged 43, joined the Group on 3 January 2017 as Group Finance Director. Ian has extensive experience in all aspects of finance in large complex organisations. He joined Renold from Keepmoat Group, where he had been Deputy Chief Financial Officer since June 2015. Previously, Ian spent ten years at Speedy Hire Plc, latterly as Group Financial Controller, from 2010 to 2015.

John Allkins Senior Independent Non-Executive Director

John, aged 67, was appointed to the Board and to the chair of the Audit Committee in April 2008 and became the Senior Independent Non-Executive Director on 21 January 2013. John brings strong relevant technical experience to the role having served as the finance director of the publicly quoted companies MyTravel Group plc and Equant NV. Since 2007, he has served as a Non-Executive Director on a number of boards of public and private companies and is currently a Non-Executive Director of Fairpoint Group plc, Punch Taverns plc and Nobina AB. John is a fellow of the Chartered Institute of Management Accountants.

Ian Griffiths Non-Executive Director

Ian, aged 66, was appointed to the Board in January 2010 and to the chair of the Remuneration Committee in November 2010. His appointment to both was extended in January 2016. Ian was appointed as Non-Executive Director of Autins plc, a Company admitted to trading on the AIM Market of the London Stock Exchange, in March 2016. He has also been a Non-Executive Director and Chairman of Hydro International plc and a Non-Executive Director of Ultra Electronics Holdings plc. Ian has also previously held Executive Director roles at Royal Mail Letters where he was Managing Director and was a Director of Royal Mail Holdings plc and at GKN plc and GKN Holdings plc where he was Group Managing Director, GKN Automotive.

David Landless Non-Executive Director

David, aged 57, was appointed to the Board as Non-Executive Director on 9 January 2017. David, a fellow of the Chartered Institute of Management Accountants, 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) Ltd, from 1997 to 1999. David is currently a Non-Executive Director and chair of the Audit Committee of both Luxfer Holdings plc and Innospec Inc.

Shareholder notes

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