

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 sell or transfer, or have sold or otherwise transferred, all of your Ordinary Shares or Preference Stock, please send this document and accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through or to whom you have sold or transferred your shares for delivery to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares or Preference Stock, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected.

Notice of the General Meeting of the Company to be held at Trident 2, Trident Business Park, Styal Road, Wythenshawe, Manchester, M22 5XB on Thursday 15 April 2021 at 16.30 is set out on pages 11 to 15 inclusive. Ordinary Shareholders are requested to complete and return the enclosed form of proxy so as to be received by the Company's registrars, Link Group, at Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 16.30 on Tuesday 13 April 2021.

In light of the current measures relating to the Covid-19 pandemic and the UK Government advice on social distancing measures, the Board is strongly recommending Shareholders do not attend the General Meeting (other than those designated as attending for the purposes of the quorum). The situation surrounding the outbreak of Covid-19 is constantly evolving. Any changes to the Meeting will be communicated to Shareholders before the Meeting through our website at investors.renold.com and, where appropriate, by announcement on a Regulatory News Service. If the current measures relating to the Covid-19 pandemic remain in place, it is likely that Shareholders will not be able to attend the General Meeting.

Ordinary Shareholders are strongly encouraged to submit a proxy vote in advance of the General Meeting and are encouraged to appoint the chairman of the General Meeting as their proxy (rather than a named person whose access to the General Meeting may be prohibited due to changing Covid-19 restrictions).



RENOLD PLC

(Incorporated and registered in England and Wales with registered number 249688)

**PROPOSED CAPITAL REDUCTION,
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF GENERAL MEETING**

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Renold Plc set out on pages 5 to 8 of this document which recommends that you vote in favour of the resolutions to be proposed at the General Meeting referred to below.

If you hold Ordinary Shares in CREST and you wish to appoint a proxy or proxies for the General Meeting or any adjournment(s) thereof by using the CREST electronic proxy appointment service, you may do so using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual. CREST Members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available by logging in at www.euroclear.com/CREST). 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. Proxies submitted via CREST (under ID RA10) must be sent as soon as possible and in any event so as to be received by no later than 16.30 on Tuesday 13 April 2021 (or, in the case of an adjournment, by not later than 48 hours before the time fixed for the adjourned meeting) in order to be valid.

A copy of this document will be available from the Company's website, investors.renold.com.

This circular has been sent to holders of Preference Stock for information only. A holding of Preference Stock does not entitle a person to vote on the Resolutions contained in the Notice of General Meeting.

Notice to all Shareholders

The distribution of this circular into a jurisdiction other than the United Kingdom may be restricted by law and, accordingly, persons into whose possession this circular and the accompanying documents come should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of the jurisdiction concerned. In particular, subject to certain exceptions, this circular and the accompanying documents should not be distributed, forwarded or transmitted in or into the United States of America.

This circular is dated 29 March 2021.

TABLE OF CONTENTS

| | <i>Page</i> |
|--|-------------|
| Part 1 Expected Timetable of Principal Events | 4 |
| Part 2 Letter from the Chairman of the Company | 5 |
| Part 3 Definitions | 9 |
| Part 4 Notice of General Meeting | 11 |

PART 1

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| | |
|--|------------------------|
| Publication and posting of this document and the Form of Proxy | 29 March 2021 |
| Latest time and date for receipt of Form of Proxy, CREST proxy instructions and registration of online votes from Shareholders for the General Meeting | 16.30 on 13 April 2021 |
| Record date for voting at the General Meeting | 18.00 on 13 April 2021 |
| General Meeting | 16.30 on 15 April 2021 |
| Expected date of initial Directions Hearing of the Court | 27 April 2021 |
| Expected date of Court Hearing to confirm the Capital Reduction | 18 May 2021 |
| Expected effective date for the Capital Reduction | 22 May 2021 |

Notes

1. The expected dates for the confirmation of the Capital Reduction by the Court and the Capital Reduction becoming effective are based on provisional dates that have been obtained for the required Court hearings of the Company's application. These provisional hearing dates are subject to change and dependent on the Court's timetable.
2. The timetable assumes that there is no adjournment of the General Meeting. If there is an adjournment, all subsequent dates are likely to be later than those shown.
3. References in this document are to London times unless otherwise stated.

PART 2

LETTER FROM THE CHAIRMAN OF THE COMPANY

RENOLD Plc

(Incorporated and registered in England and Wales with registered number 249688)

Directors

Mark Harper (*Chairman*)
Robert Purcell (*Chief Executive*)
James Haughey (*Group Finance Director*)
David Landless (*Non-Executive Director*)
Tim Cooper (*Non-Executive Director*)
Andrew Magson (*Non-Executive Director*)

Registered Office:

Trident 2
Trident Business Park
Styal Road
Wythenshawe
United Kingdom
M22 5XB

29 March 2021

Proposed Capital Reduction, Proposed Amendment to the Articles of Association and Notice of General Meeting

1. INTRODUCTION

I am writing in connection with proposals recommended by the Board to:

- (a) cancel the entire amount standing to the credit of the Company's share premium account (the '**Share Premium Reduction**');
- (b) cancel the entire amount standing to the credit of the Company's capital redemption reserve (the '**Capital Redemption Reduction**'); and
- (c) amend the Articles of Association of the Company in order to give the Directors power to convene general meetings by way of a hybrid meeting (i.e. to provide facilities for shareholders to attend a meeting which is being held at a physical location by electronic means as well (but not to convene purely electronic meetings)),

and to provide you with details of a General Meeting. At the end of this document, you will find a notice of the General Meeting at which the Resolutions will be proposed as special resolutions. The General Meeting has been convened for 16.30 on Thursday 15 April 2021 and will take place at Company's offices at Trident 2, Trident Business Park, Styal Road, Wythenshawe M22 5XB.

The purpose of this document is to provide you with information about the Resolutions and to explain why the Board considers the Resolutions to be in the best interests of the Company and its Shareholders as a whole and unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

The Company is closely monitoring developments relating to the current outbreak of Covid-19, including the related public health guidance and legislation issued by the UK Government. In light of the current measures relating to the Covid-19 pandemic and the UK Government advice on social distancing measures, the Board is strongly recommending Shareholders do not attend the General Meeting (other than those designated as attending for the purposes of the quorum). The situation surrounding the outbreak of Covid-19 is constantly evolving. Any changes to the Meeting will be communicated to Shareholders before the Meeting through our website at investors.renold.com and, where appropriate, by announcement on a Regulatory News Service. If the current measures relating to the Covid-19 pandemic remain in place, it is likely that Shareholders will not be able to attend the General Meeting.

The Company will ensure that the legal requirements to hold the General Meeting can be satisfied through the attendance of a minimum number of director Shareholders and/or employee Shareholders.

Although Shareholders are encouraged not to attend the General Meeting in person, Shareholder participation and engagement remains important to us. We would strongly encourage Shareholders to participate in the business of the General Meeting by alternative means, notably by voting by proxy, and by sending any questions they may have asked at the Meeting. Your voting participation is important to us and I would encourage you to please vote by proxy on the Resolutions set out on page 11. Details of how to do this can be found on pages 12 to 13. Ordinary Shareholders are strongly encouraged to submit a proxy vote in advance of the General Meeting and are encouraged to appoint the chairman of the General Meeting as their proxy (rather than a named person whose access to the General Meeting may be prohibited due to changing Covid-19 restrictions).

We are happy to receive questions from shareholders at any time. The simplest way to get in touch with us and find out information about the Company is via our website. If you have any questions on the specific business matters set out in the Notice of General Meeting, please email these to company.secretary@renold.com by 17.30 on 7 April 2021. Shareholders will be able to view responses to these questions on our website: investors.renold.com and such responses will be made available by 12 April 2021. The Chairman will ensure that any question relating to the business being dealt with at the Meeting receives a written response, but no response shall be given if: (i) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (ii) the answer has already been given on the Company's website, investors.renold.com, in the form of an answer to a question; or (iii) the Chairman determines that it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

2. THE CAPITAL REDUCTION

The accounting reserves on the Company's balance sheet currently include approximately £45.5 million held in two reserves (a capital redemption reserve of approximately £15.4 million and a share premium account of approximately £30.1 million). The amount of these reserves has not changed since the last audited accounts of the Company for the period ending on 31 March 2020. Both of these reserves are non-distributable as a matter of law – that is to say, the Directors cannot currently seek to use these amounts to fund dividends or other distributions to Shareholders.

As part of its long term financial planning the Company is proposing to reorganise its balance sheet and reserves through the cancellation of the entire amount of its share premium account and capital redemption reserve. The share premium account and capital redemption reserve are non-distributable reserves and accordingly, the purposes for which the Company can use these are extremely restricted. The Capital Reduction would create sufficient distributable reserves to provide the Board with greater flexibility with regard to how it manages its capital resources. This provides flexibility in such matters as making payments to Preference Shareholders, commencing a share buy-back programme consistent with the authority granted by Shareholders at the last annual general meeting, in order to, *inter alia*, fund employee share schemes, thereby avoiding dilution for existing Shareholders or, should the Board determine it appropriate to do so in the future, make dividend distributions to Shareholders.

The proposed Capital Reduction itself will not involve any distribution or repayment of capital or share premium by the Company and will not reduce the underlying net assets of the Company. Following the implementation of the proposed Capital Reduction there will be no change to the number of Ordinary Shares or Preference Stock of the Company in issue, nor to the rights attaching to the same.

The proposed Capital Reduction is conditional upon the passing by Shareholders of the special resolutions numbered 1 and 2 set out in the Notice of General Meeting, in addition to approval being obtained from the High Court of Justice of England and Wales.

3. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Board also proposes an amendment to the Company's existing Articles of Association in order to facilitate the holding of hybrid shareholder meetings, that is a meeting (whether an annual general meeting, general meeting or a meeting of holders of a class of shares) where members are able to participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility.

Hybrid shareholder meetings would enable those shareholders unable to attend a physical meeting, whether because of restrictions on public gatherings as we have seen in connection with the Covid-19 pandemic or otherwise, to participate in shareholder meetings.

The Company confirms that it has no intention of holding a wholly virtual meeting.

The proposed amendment to the Articles of Association is conditional upon the passing by Shareholders of special resolution numbered 3 set out in the Notice of General Meeting.

The Appendix sets out how the details of the proposed changes to the Articles of Association and how the other provisions of the Articles apply in those circumstances, in particular the need to provide details of the facilities for the electronic meeting, the powers of Directors to make arrangements for participation at such meetings and that all resolutions put to members at the meeting are decided on a poll.

A copy of the Company's Current Articles, and a copy to show the differences between those and the Current Articles as amended by the proposed resolution (**Revised Articles**) will be available for inspection from the date of this circular and up to the time of the General Meeting at the registered office of the Company (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 General Meeting and will be available at the General Meeting from at least 15 minutes prior to and during the General Meeting (to make an appointment in order to inspect the above documents please email: company.secretary@renold.com). The Current Articles and the Revised Articles are also available at investors.renold.com.

4. GENERAL MEETING

The Notice of the General Meeting is set out in Part 4 of this document.

The General Meeting will take place on Thursday 15 April 2021 at 16.30 at the Company's offices at Trident 2, Trident Business Park, Styal Road, Wythenshawe M22 5XB. At the General Meeting, the Resolutions set out in Part 4 of this document will be proposed to Shareholders.

Each Resolution will be passed if 75 per cent. or more of the votes cast (in person or by proxy) at the General Meeting are in favour of it.

5. ACTION TO BE TAKEN

A reply-paid form of proxy for use at the General Meeting is enclosed. In accordance with Government guidelines you are strongly encouraged not to attend the General Meeting in person but instead you are encouraged 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, Link Group, at Central Square, 29 Wellington Street, Leeds LS1 4DL, as soon as possible but, in any event, no later than 16.30 on 13 April 2021.

If you hold shares in CREST, in order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. 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, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 16.30 on 13 April 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.

This circular has been sent to holders of Preference Stock for information only. A holding of Preference Stock does not entitle a person to vote on the Resolutions contained in the Notice of General Meeting.

6. RECOMMENDATION

The Board considers that the passing of the Resolutions is likely to promote the success of the Company and is in the best interests of the Company and of its stakeholders 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 2.70 per cent. in aggregate of the Ordinary Shares in issue as at 26 March 2021 (being the latest practicable date prior to the publication of this document).

Yours faithfully

Mark Harper

Chairman

PART 3

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

| | |
|------------------------------|--|
| Act | the Companies Act 2006 |
| AIM | the AIM, a market operated by the London Stock Exchange |
| Board or Directors | the board of directors of Renold from time to time |
| Capital Reduction | means the proposed Capital Redemption Reduction and the proposed Share Premium Reduction pursuant to resolutions 1 and 2 as set out in the Notice of General Meeting |
| Capital Redemption Reduction | has the meaning given in paragraph 1 of Part 2 of this circular |
| Company or Renold | Renold Plc |
| Court | the High Court of Justice in England and Wales |
| Court Hearing | the hearing by the Court to confirm the Capital Reduction |
| CREST | the electronic transfer and settlement system for the paperless settlement of trades in listed securities operated by Euroclear |
| CREST Manual | the CREST manual consisting of: the CREST reference manual; CREST international manual; the CREST central counterparty service manual; the CREST rules; the CREST Courier and Sorting Services operations manual; and the CREST glossary of terms available at https://www.euroclear.com |
| CREST Member | a person who has been admitted to Euroclear as a system-member (as defined in the CREST Regulations) |
| CREST Participant | a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations) |
| CREST Regulations | the Uncertificated Securities Regulations 2001 (SI 2001 No. 01/378) |
| CREST Sponsor | a CREST Participant admitted to CREST as a CREST sponsor |
| CREST Sponsored Member | a CREST Member admitted to CREST as a sponsored member |
| Current Articles | the Articles of Association of the Company as at the date of this circular |
| Euroclear | Euroclear UK and Ireland Limited, the operator (as defined in the CREST Regulations) of CREST |
| Form of Proxy | the form of proxy for use at the General Meeting |
| General Meeting or Meeting | the general meeting of Renold Plc to be held at the Company's offices at Trident 2, Trident Business Park, Styal Road, Wythenshawe, Manchester, M22 5XB at 16.30 on 15 April 2021, notice of which is set out on Part 4 of this document |
| London Stock Exchange | London Stock Exchange plc |

| | |
|---------------------------|--|
| Notice of General Meeting | the notice of the General Meeting which is set out in ‘Part 4: “Notice of General Meeting”’ of this document |
| Ordinary Shares | the ordinary shares of 5 pence each in the capital of Renold |
| Preference Stock | the 6 per cent. cumulative preference stock of £1 each in the capital of Renold |
| Preference Shareholder | a holder of Preference Stock |
| Resolutions | the special resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting in Part 4 of this document |
| Revised Articles | has the meaning given in paragraph 3 of Part 2 of this circular |
| Shareholders | holders of Ordinary Shares |
| Share Premium Reduction | has the meaning given in paragraph 1 of Part 2 of this circular |

PART 4

NOTICE OF GENERAL MEETING

RENOLD Plc

(Incorporated and registered in England and Wales with registered number 249688)

Notice is hereby given that a General Meeting of Renold Plc (the “**Company**”) will be held at Trident 2, Trident Business Park, Styal Road, Wythenshawe, Manchester, M22 5XB at 16.30 on 15 April 2021, for the purposes of considering and, if thought fit, passing the special resolutions below (the “**Resolutions**”).

SPECIAL RESOLUTIONS

1. That the entire amount standing to the credit of the share premium account of the Company be cancelled.
2. That the entire amount standing to the credit of the capital redemption reserve of the Company be cancelled.
3. That, with effect from the conclusion of the General Meeting, the Articles of Association of the Company be amended by the addition of new Article 62A in the form set out in the Appendix to this Notice of General Meeting.

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 29 March 2021

Notes

Entitlement to attend and vote

1. **In light of the current measures relating to the Covid-19 pandemic and the UK Government advice on social distancing measures, the Board is strongly recommending Shareholders do not attend the General Meeting (other than those designated as attending for the purposes of the quorum). The situation surrounding the outbreak of Covid-19 is constantly evolving. Any changes to the Meeting will be communicated to Shareholders before the Meeting through our website at investors.renold.com and, where appropriate, by announcement on a Regulatory News Service. If the current measures relating to the Covid-19 pandemic remain in place, it is likely that Shareholders will not be able to attend the General Meeting.**
2. Only holders of Ordinary Shares whose names appear on the register of members of the Company at 18.00 on 13 April 2021 shall be entitled to vote at the General Meeting by proxy and the number of Ordinary Shares then registered in their respective names shall determine the number of votes such persons are entitled to cast at the Meeting.

Appointment of proxies

3. A member who is entitled to vote at the General 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 vote at the General Meeting.

Ordinary Shareholders are strongly encouraged to submit a proxy vote in advance of the General Meeting and are encouraged to appoint the chairman of the General Meeting as their proxy (rather than a named person whose access to the General Meeting may be prohibited due to changing Covid-19 restrictions).

4. A member that is a corporation can only vote at the General Meeting in person through one or more representatives appointed in accordance with section 323 of the 2006 Act. 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, Link Group, at Central Square, 29 Wellington Street, Leeds LS1 4DL so as to be received by 16.30 on 13 April 2021 (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.

Completion and return of the Form of Proxy does not prevent you from attending and voting at the General Meeting instead of your proxy, although in line with the current measures relating to the Covid-19 pandemic and the UK Government advice on social distancing measures, you are strongly encouraged not to attend.

5. 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, Link Group, at Central Square, 29 Wellington Street, Leeds LS1 4DL. 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 Link Group no later than 16.30 on 13 April 2021 (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 proxies through CREST

6. CREST members who wish to appoint their proxy 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 Link Group (ID RA10), as the Company's 'issuer's agent', by 16.30 on 13 April 2021. 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 General Meeting

7. Any Shareholder attending the General Meeting has the right to ask questions; however, as Shareholders are discouraged from attending the Meeting, Shareholders are strongly encouraged to submit any questions relating to the business set out in the Notice of General Meeting by email to company.secretary@renold.com by 17.30 on 7 April 2021. Shareholders will be able to view responses to these questions on our website: investors.renold.com and such responses will be made available by 12 April 2021. The Chairman will ensure that any question relating to the business being dealt with at the Meeting receives a written response, but no response shall be given if: (i) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (ii) the answer has already been given on the Company's website, investors.renold.com, in the form of an answer to a question; or (iii) the Chairman determines that it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered. Following the Meeting, Shareholders will be able to access details of the business conducted at the Meeting on our website: investors.renold.com.

Communication

8. Except as provided above, members who have general queries about the General Meeting should call our shareholder helpline on +44 (0)161 498 4519 (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.

9. Issued shares and total voting rights

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 per cent. 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.

10. Documents on display

Copies of the following documents will be available for inspection at the registered office of the Company (by prior appointment) from the date of this notice until the conclusion of the Meeting:

- (a) the Current Articles;
- (b) the Revised Articles; and
- (c) this document and the Form of Proxy.

To make an appointment in order to inspect the above documents please email: company.secretary@renold.com.

11. Website giving information regarding the Meeting

Information regarding the Meeting is available at investors.renold.com.

APPENDIX

NEW ARTICLE 62A

62A. FORM OF GENERAL MEETINGS

62A.1 In this **Article 62A**:

62A.1.1 “physical meeting” means a general meeting held and conducted by physical attendance by members and proxies at a particular place (or, if the Directors specify one or more other meeting places in accordance with **Article 68**, at particular places); and

62A.1.2 “hybrid meeting” means a general meeting held and conducted by both physical attendance by members and proxies at a particular place (or, if the Directors specify one or more other meeting places in accordance with **Article 68**, at particular places) and by members and proxies also being able to attend and participate by electronic means without needing to be in physical attendance at that place (or places).

62A.2 The Directors may decide in relation to any general meeting (including a postponed or adjourned meeting) whether the general meeting is to be held as a physical meeting or as a hybrid meeting (and shall, for the avoidance of doubt, be under no obligation to convene a meeting as a hybrid meeting whatever the circumstances).

62A.3 The Directors may make such arrangements as they may (subject to the requirements of the Companies Act 2006) decide in connection with the facilities for participation by electronic means in a hybrid meeting, and the entitlement of any member or proxy to attend the general meeting, or to participate in it by electronic means, shall be subject to such arrangements. In the case of a hybrid meeting, the provisions of these Articles shall be treated as modified to permit any such arrangements and in particular:

62A.3.1 references in these Articles to attending and being present at the meeting, including in relation to the quorum for the meeting and the right to vote at the meeting, shall be treated as including participating in the meeting by electronic means;

62A.3.2 a notice of a general meeting which is to be a hybrid meeting shall state details of the facilities for attendance and participation by electronic means at the meeting or shall state where such details will be made available by the Company prior to the meeting;

62A.3.3. the meeting shall be treated as having commenced if it has commenced at the physical place (or places) specified in the notice of the meeting;

62A.3.4 the meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities have been made available so that all persons (being entitled to do so) attending the hybrid meeting by electronic means may participate in the business of the meeting, but under no circumstances shall the inability of one or more members or proxies to access, or continue to access, the facilities for participation in the meeting despite adequate facilities being made available by the Company, affect the validity of the meeting or any business conducted at the meeting;

62A.3.5 all resolutions put to members at a hybrid meeting, including in relation to procedural matters, shall be decided on a poll;

62A.3.6 the Directors may authorise any voting application, system or facility in respect of the electronic platform for hybrid general meetings as they may see fit; and

62A.3.7 if it appears to the chairman of the meeting that the electronic facilities for a hybrid meeting have become inadequate for the purpose of holding the meeting then the chairman of the meeting may, with or without the consent of the meeting, adjourn the meeting (before or after it has started) and the provisions in **Article 65** and

Article 66 shall apply to any such adjournment all business conducted at the hybrid meeting up to the point of the adjournment shall be valid.

- 62A.4. If, after the sending of notice of a hybrid meeting but before the meeting is held (or after the adjournment of a hybrid meeting but before the adjourned meeting is held), the Directors consider that it is impracticable or unreasonable to hold the meeting at the time specified in the notice of meeting using the electronic facilities stated in the notice of meeting or made available prior to the meeting, they may change the meeting to a physical meeting or change the electronic facilities (and make details of the new facilities available in the manner stated in the notice of meeting) or both, and may postpone the time at which the meeting is to be held.
- 62A.5 An adjourned general meeting or postponed general meeting may be held as a physical meeting or a hybrid meeting irrespective of the form of the general meeting which was adjourned or postponed.
- 62A.6 Without prejudice to **Article 68**, the Directors or the chairman of the meeting may make any arrangement and impose any requirement or restriction they or he consider appropriate to ensure the security of a hybrid meeting including, without limitation, requirements for evidence of identity:
- 62A.6.1 necessary to ensure the identification of those taking part and the security of the electronic communication; and
- 62A.6.2 proportionate to those objectives.

