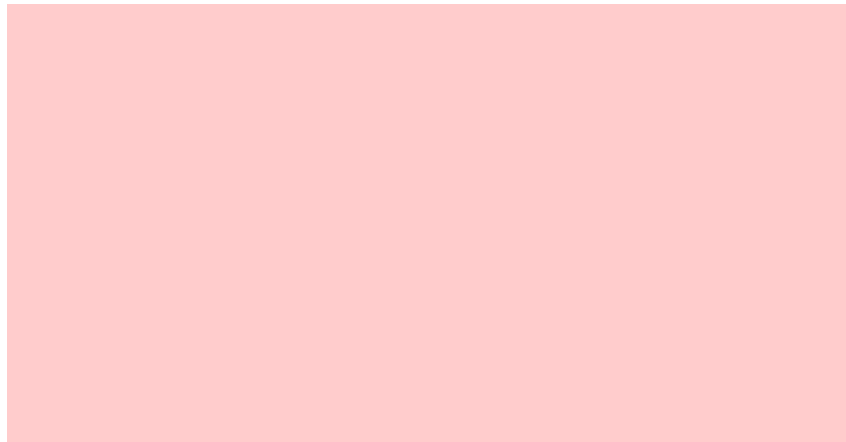


Renold Plc

General Meeting (for use by all ordinary shareholders)

You may submit your proxy electronically using the Share Portal Service at www.signalshares.com. If not already registered for the Share Portal, you will need your Investor Code below.



Notice of Availability

Notice of General Meeting

IMPORTANT – PLEASE READ CAREFULLY

You can now access the Notice of General Meeting which is contained in the circular available by visiting this website: investors.renold.com.

If you wish to receive a paper copy of the Notice of General Meeting, please contact Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL.

Telephone 0371 664 0300 - Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09.00 – 17.30, Monday to Friday excluding public holidays in England and Wales.

Please note the deadline for receiving proxies is 16.30 on 13 April 2021.

Form of proxy for use at the General Meeting of the Company to be held at Trident 2, Trident Business Park, Styal Road, Wythenshawe, Manchester M22 5XB on 15 April 2021 at 16.30 and at any adjournment of that meeting. If you wish to appoint a proxy to vote for you at the General Meeting, please complete and return this form of proxy in accordance with the instructions contained therein.

Before completing this form, please read the Notice of General Meeting and the explanatory notes, in particular your attention is drawn to note 3.

Barcode:



PLEASE TEAR OFF AND RETURN THE FORM OF PROXY

FORM OF PROXY

Renold Plc – GENERAL MEETING (for use by all ordinary shareholders)

Bar Code:



Event Code:

I/We being a member of the Company hereby appoint the Chairman of the Meeting (see note 3)

Name of proxy

Number of shares
(see note 3)

as my/our proxy to vote from me/us on my/our behalf at the General Meeting of the Company to be held on 15 April 2021 at 16.30 and at any adjournment of that meeting.

I/We have indicated with a "X" below how I/we wish my/our proxy to vote on the resolutions to be proposed at the General Meeting. I/We further direct my/our proxy to vote (or refrain from voting) as he thinks fit for me/us and on my/our behalf on any other matter which may properly come before the meeting or any adjourned meeting.

If no indication is given, my/our proxy may vote or refrain from voting at his/her discretion.

Please tick this box if this proxy appointment is one of multiple proxy appointments being made by the same shareholder (see note 3).

RESOLUTIONS (Special)

Please indicate how you wish your proxy to vote or abstain by inserting "X" in the appropriate box.

- | | For | Against | Vote Withheld |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. That the entire amount standing to the credit of the share premium account of the Company be cancelled. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. That the entire amount standing to the credit of the capital redemption reserve of the Company be cancelled. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 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 the Notice of General Meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Date

You may submit your proxy electronically at www.signalshares.com

Explanatory notes

- 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 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 Meeting.
- Only holders of Ordinary Shares of 5p each ('Ordinary Shares') ('Shareholders') 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 (the '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.
- 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 Meeting and are encouraged to appoint the chairman of the Meeting as their proxy (rather than a named person whose access to the Meeting may be prohibited due to changing Covid-19 restrictions).
- 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 Companies 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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 circular to Shareholders dated 29 March 2021 convening the General Meeting ('Circular'). To make an appointment in order to inspect the above documents please email: company.secretary@renold.com.
- Information regarding the Meeting is available at investors.renold.com.
- Terms used in these explanatory notes have the same meaning given to them in the Circular.



Business Reply Plus
Licence Number
RUCA-ESGL-RSXY



PXS 1
Link Group
Central Square
29 Wellington Street
LEEDS
LS1 4DL