

Renishaw plc

Results of AGM

All resolutions proposed at the Annual General Meeting held on 13 October 2016 were duly passed on a poll. Resolutions 1 to 14 were passed as ordinary resolutions and resolution 15 was passed as a special resolution. The result of the poll is as follows:

Resolution	Votes For	%	Votes Against	%	Votes Total	Votes Withheld*	% of Issued Share Capital Voted (Including Withheld)
1. Receive the reports of directors and financial statements	60,206,070	97.77	1,373,506	2.23	61,579,576	1,537	84.60%
2. Approve the remuneration report	60,194,113	97.97	1,249,698	2.03	61,443,811	137,302	84.60%
3. Declare the final dividend	61,579,363	100.00	1,750	0.00	61,581,113	0	84.60%
4. Re-elect David McMurtry as a director	48,225,890	80.17	11,927,956	19.83	60,153,846	1,427,267	84.60%
5. Re-elect John Deer as a director	50,122,179	83.72	9,748,125	16.28	59,870,304	1,710,809	84.60%
6. Re-elect Allen Roberts as a director	60,624,907	98.46	949,169	1.54	61,574,076	7,037	84.60%
7. Re-elect Geoff McFarland as a director	60,709,961	98.60	864,615	1.40	61,574,576	6,537	84.60%
8. Re-elect David Grant as a director	60,736,361	98.65	830,700	1.35	61,567,061	14,052	84.60%
9. Re-elect Carol Chesney as a director	60,690,983	98.58	876,078	1.42	61,567,061	14,052	84.60%
10. Re-elect John Jeans as a director	60,736,361	98.65	830,700	1.35	61,567,061	14,052	84.60%
11. Re-elect Kath Durrant as a director	60,748,636	98.67	818,474	1.33	61,567,110	14,003	84.60%
12. Elect Will Lee as a director	60,711,301	98.60	863,275	1.40	61,574,576	6,537	84.60%
13. Appoint Ernst & Young LLP as auditors	60,494,656	98.24	1,084,782	1.76	61,579,438	1,675	84.60%
14. Authorise the audit committee to determine the auditors' remuneration	59,652,791	96.87	1,926,723	3.13	61,579,514	1,599	84.60%
15. Authorise the Company to purchase its own shares	60,988,572	99.04	588,714	0.96	61,577,286	3,827	84.60%

Votes of independent shareholders on the resolutions concerning the election or re-election of the independent Non-executive Directors

8. Re-elect David Grant as a director	22,126,852	96.38	830,700	3.62	22,957,552	14,052	67.24%
9. Re-elect Carol Chesney as a director	22,081,474	96.18	876,078	3.82	22,957,552	14,052	67.24%
10. Re-elect John Jeans as a director	22,126,852	96.38	830,700	3.62	22,957,552	14,052	67.24%
11. Re-elect Kath Durrant as a director	22,139,127	96.43	818,474	3.57	22,957,601	14,003	67.24%

* A vote withheld is not a vote in law and is not counted towards votes cast "For" or "Against" a resolution.

Special Resolution

A copy of the following special resolution which was passed at the Annual General Meeting held on 13 October 2016 has been submitted to the National Storage Mechanism and will shortly be available for inspection at: <http://www.morningstar.co.uk/uk/NSM>.

THAT, the Company be and is hereby unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "2006 Act") to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 20p each in the capital of the Company ("ordinary shares") provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 7,278,854;
- (ii) the maximum price that may be paid for an ordinary share is an amount equal to the higher of: (i) 105% of the average of the middle market quotations for an ordinary share (as derived from the London Stock Exchange Daily Official List) for the 5 business days immediately preceding the day on which the ordinary share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
- (iii) the minimum price which may be paid for an ordinary share shall be 20p;

- (iv) the authority hereby conferred shall expire at the earlier of the conclusion of the annual general meeting to be held in 2017 and 31st December 2017 unless such authority is renewed prior to such time; and
- (v) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which contract will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to such contract.

Renishaw plc
13 October 2016

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