

**Proxy card for use at the annual general meeting 2015**



I/We .....  
of .....  
being (a) member(s) of the above Company, hereby appoint the Chairman of the meeting OR

} Please complete in  
BLOCK CAPITALS

..... in respect of the following number of shares: ALL OR .....  
INSERT NAME INSERT NUMBER

as my proxy to exercise all or any of my/our rights to attend, to speak and to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held on Thursday 15th October 2015 at 12.00 noon and at any adjournment thereof.

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

I/We direct my/our proxy to vote on the resolutions as set out in the notice convening the annual general meeting as follows:-

Resolutions	For	Against	Vote withheld
1. To receive and adopt the reports of the directors and auditors and the financial statements for the year ended 30th June 2015.			
2. To approve the Directors' remuneration report (excluding the remuneration policy) for the year ended 30th June 2015.			
3. To declare a final dividend for the year ended 30 June 2015.			
4. To re-elect Sir David McMurtry as a director of the Company.			
5. To re-elect John Deer as a director of the Company.			
6. To re-elect Ben Taylor as a director of the Company.			
7. To re-elect Allen Roberts as a director of the Company.			
8. To re-elect Geoff McFarland as a director of the Company.			
9. To re-elect David Grant as a director of the Company.			
10. To re-elect Carol Chesney as a director of the Company.			
11. To re-elect John Jeans as a director of the Company.			
12. To elect Kath Durrant as a director of the Company.			
13. To re-appoint KPMG LLP as auditor.			
14. To authorise the audit committee of the Board to determine the remuneration of the auditor.			
15. To grant to the Company authority to purchase its own shares under section 701 of the Companies Act 2006.			

Signature ..... Dated .....

**NOTES**

- Please indicate by an X in the spaces provided how you wish your votes to be cast. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution. If you do not indicate how your votes are to be cast the proxy will vote as he sees fit or abstain. If you wish to vote on a resolution with some shares "For", some shares "Against" and register some shares as "Vote withheld", please write the appropriate number of shares in the relevant box.
- If you wish to appoint a proxy other than the Chairman, please delete the reference to the Chairman and insert the name of your proxy in the space provided. A proxy must attend the meeting in person to represent you.
- If you wish to appoint more than one proxy, please request a further proxy form or forms from the Company Secretary, Renishaw plc, New Mills, Wotton-under-Edge, Gloucestershire GL12 8JR (01453 524445). Your request must be received at least 7 days before the date of the meeting. Alternatively, you may copy this proxy form. You must specify the number of shares in respect of which each proxy is appointed. Please also indicate by ticking the relevant box if the proxy appointment is one of multiple appointments being made. The total number of shares in respect of which you appoint proxies must not exceed the total number of shares held by you and any discrepancy may lead to one or all of your proxy appointments being invalid. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise. All proxy forms must be signed and should be returned together in the same envelope.
- A proxy need not be a member of the Company and the appointment of a proxy will not preclude a member from attending and voting at the meeting.
- In the case of a corporation this proxy must be under the common seal or under the hand of an officer or attorney duly authorised in writing. In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- To be effective this proxy, and any power of attorney or other authority under which it is executed, must reach the office of the Company's Registrar no less than 48 hours before the time appointed for holding the adjourned meeting.
- Any alterations made to this proxy should be initialled.
- 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. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
- 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to 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 RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications 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.



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