

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

RESOLUTION

- of -

RENISHAW plc ("the Company")

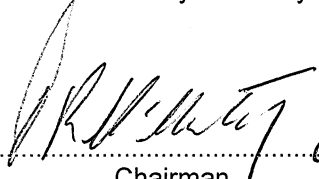
PASSED on 13 October 2016

At an ANNUAL GENERAL MEETING of the Company duly convened and held on 13 October 2016 at New Mills, Wotton-under-Edge, Gloucestershire GL12 8JR the following resolution was duly passed:-

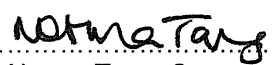
SPECIAL RESOLUTION

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.


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Chairman

I hereby certify that this resolution was passed at the AGM of the Company held on 13 October 2016


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Norma Tang, Company Secretary