
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Renishaw plc, you should pass this document (but not the accompanying personalised form of proxy) without delay either to the purchaser or transferee or to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



Notice of Annual General Meeting 2018 to be held at 12:00 noon on Thursday 18th October 2018

Notice of the Annual General Meeting is set out below after the Chairman's letter.

A proxy form for use at the meeting is enclosed. However, a proxy may also be appointed for CREST members by using the CREST electronic proxy appointment service. To be valid, any instrument appointing a proxy should be completed and sent to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible but in any event so as to arrive no later than 12:00 noon on Tuesday 16th October 2018.

At the Annual General Meeting shareholders will be invited to vote on a resolution-by-resolution basis by way of a polled vote. Shortly after the conclusion of the Annual General Meeting, the results will be announced on the Company's website, www.renishaw.com, and the London Stock Exchange.

Renishaw plc
New Mills, Wotton-under-Edge
Gloucestershire, GL12 8JR
United Kingdom

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Letter from the Chairman

21st August 2018

Dear Shareholder,

Renishaw plc's Annual General Meeting ("AGM") will be held at our headquarters at New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR on Thursday 18th October 2018 at 12:00 noon.

At the AGM you will be asked to consider and, if thought fit, pass the resolutions set out in the notice on pages 7 to 8 of this document. All resolutions will be proposed as ordinary resolutions, save for Resolution 15 which will be proposed as a special resolution. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. For a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution. In relation to Resolutions 9 to 12 inclusive, these resolutions are put to a dual vote such that a count of the votes is taken of 1) the shareholders as a whole and 2) the shareholders excluding the controlling shareholder or shareholders and their associates as explained further below.

Kath Durrant stepped down from the Board on 31st July 2018. Kath, who was appointed to the Board in 2015 and as Chair of the Remuneration Committee, has made a considerable contribution to the Board and Renishaw and I would like to thank her and wish her well for the future with her senior executive role with Dublin based CRH plc.

Explanatory notes

Resolution 1 – Reports of directors and financial statements

The directors must present the report of the directors and the auditors, the strategic report and the financial statements of the Company for the year ended 30th June 2018 to the shareholders at the AGM (the "Annual report and accounts").

Resolution 2 – Remuneration report

Listed companies are required to prepare a directors' remuneration report and put a resolution to approve such report to the shareholders at the AGM on an annual basis. The Directors' remuneration report is set out on pages 60 to 71 of the Annual report and accounts. Resolution 2 is an advisory vote and does not affect the future remuneration paid to any director.

At the AGM in 2017, the directors' remuneration policy was approved by shareholders. The directors' remuneration policy is not therefore required to be approved by shareholders at the AGM this year. The policy will be put to shareholders again no later than the Company's AGM in 2020.

Resolution 3 – Final dividend

The directors recommend that a final dividend of 46.0p per share be paid to each shareholder on the register of members as at the close of business on the record date.

Resolutions 4 to 12 inclusive – Re-election and election of directors

In accordance with the provisions of the 2016 UK Corporate Governance Code, all current directors at the date of the AGM will retire at the AGM and, being eligible, offer themselves for election or re-election. The Board has confirmed, following a performance review, that all directors standing for re-election continue to perform effectively and demonstrate commitment to their roles. Biographies of each of the directors seeking election or re-election (as the case may be) are set out below.

Sir David McMurtry CBE, RDI, FRS, FREng, CEng, FIMechE – Executive Chairman

Committees: Nomination (Chair)

- Formerly employed by Rolls-Royce plc, Bristol, for 17 years, holding the positions of Deputy Chief Designer and Assistant Chief of Engine Design for all Rolls-Royce engines manufactured at Filton, Bristol.
- Invented the original measuring probe in the early 1970s and co-founded Renishaw with John Deer in 1973.
- As an executive, responsible for Group innovation and product strategy.

John Deer – Deputy Chairman

- Trained as a mechanical engineer and worked for Rolls-Royce plc, Bristol, for 14 years.
- Co-founded Renishaw with Sir David McMurtry in 1973, serving as Managing Director from 1974 to 1989.
- Primarily involved in the commercial direction of the Group, with particular emphasis on marketing and the establishment of the Group's wholly-owned subsidiaries.
- Responsible for Group manufacturing.

Registered office

New Mills, Wotton-under-Edge
Gloucestershire, GL12 8JR

Registered number

01106260, England



Will Lee – Chief Executive

- Joined the Renishaw graduate scheme in 1996.
- Holds a degree in physics from the University of Oxford and an MBA from the University of Bath.
- Became Director and General Manager for the Laser and Calibration Products Division in 2007 and subsequently Director and General Manager of the Machine Tool Products Division in 2014.
- Appointed to the new role of Director of Group Sales and Marketing in December 2015.
- Appointed to the Executive Board in 2015 and to the Board as Group Sales and Marketing Director in August 2016.
- Appointed Chief Executive, taking over from Sir David McMurtry, in February 2018.
- Responsible for the product divisions, overseas sales subsidiaries and human resources.

Allen Roberts FCA – Group Finance Director

- Qualified as a chartered accountant in 1972 and is a Fellow of the Institute of Chartered Accountants in England and Wales.
- Joined Renishaw in 1979 and appointed to the Board of Renishaw plc in 1980.
- Heads Group finance, business systems and Wotton Travel Ltd.
- Responsible for the metrology regulatory and quality assurance function.
- Reports to the Board on corporate social responsibility matters.

Geoff McFarland BEng, DEng, MInstP, FEng – Group Engineering Director

- Joined Renishaw after working for Motorola in 1994 as part of the Edinburgh based R&D team. Became the Director and General Manager of the CMM Products Division in 1999.
- Appointed to the Board of Renishaw plc in 2002.
- Responsible for Group engineering and Group IP, patents, R&D and the Additive Manufacturing Products Division.
- Member of the Institute of Physics, a visiting professor at the University of Bath, and an honorary professor at Heriot-Watt University.
- Elected to the Royal Academy of Engineering in 2017.
- Appointed non-executive director at Cambridge Mechatronics Ltd in March 2018.

Carol Chesney FCA – Independent Non-executive Director

Committees: Audit (Chair), Nomination, Remuneration

- Appointed to the Board of Renishaw plc in October 2012.
- Chartered accountant who worked at Arthur Andersen for seven years in audit services.
- Currently Company Secretary of Halma plc, having also been Group Financial Controller.
- Worked as Group Accountant at English China Clays plc where she was responsible for transactions.
- Appointed non-executive director of Hunting plc in April 2018 and Biffa plc in July 2018.

Sir David Grant CBE, PhD, FEng, FLSW, CEng, FIET – Senior Independent Director

Committees: Audit, Nomination, Remuneration

- Appointed to the Board of Renishaw plc in April 2012.
- Currently non-executive director of both IQE plc and the Defence Science and Technology Laboratory, and Chair of the National Physical Laboratory.
- Chair of STEMNET from December 2011 until August 2016 when it merged with STEM Learning.
- Vice-Chancellor of Cardiff University from 2001 to 2012.
- Previously held leadership positions at Dowty Group, GEC, the Royal Academy of Engineering and Innovate UK.
- Received a knighthood in the Queen's Birthday Honours 2016 for his contributions to engineering, technology and education.

John Jeans CBE, CEng – Independent Non-executive Director

Committees: Audit, Nomination, Remuneration

- Appointed to the Board of Renishaw plc in April 2013.
- Currently chair of Edinburgh Molecular Imaging Ltd and the Scottish government's Digital Health & Care Institute at the University of Strathclyde.
- Non-executive director of Prometic Life Sciences Inc. and Prometic Pharma SMT Limited.
- Serves on several government bodies including the Ministerial Committee on Medical Technologies.
- Leads Innovate UK's Knowledge Transfer Network's (KTN) Health Board.
- Previously chair of Innovate UK's Stratified Medicine Steering Group, UK Biocentre Ltd and Imanova Ltd.
- Advisor to the Prime Minister at the Office of Life Sciences for a period of four years ending June 2018.

Catherine Glickman – Independent Non-executive Director

Committees: Audit, Nomination, Remuneration (Chair)

- Appointed to the Board of Renishaw plc in August 2018.
- Currently non-executive director at Marston's plc where she is chair of its remuneration committee, TheWorks.co.uk plc where she is chair of its remuneration committee and a member of its audit and nomination committees, and RPS Group plc where she is a member of its nomination and remuneration committees.
- Retired as Group HR Director at Genus plc in February 2018, having previously held the same title at Tesco plc.
- Led retail management development and customer service training at Tesco plc, during a period of significant expansion in the UK and overseas.
- Worked closely with the remuneration committees at Genus and Tesco, developing reward structures that aligned leadership motivation with group strategy.
- Previously held positions at Somerfield plc and The Boots Company plc.

The Listing Rules require companies that have a controlling shareholder or shareholders (that is, they exercise or control in concert more than 30% of the voting rights of the Company) to put the election or re-election of independent directors to a dual vote of: (i) the shareholders as a whole; and (ii) the independent shareholders, being any person entitled to vote on the election of directors who is not a controlling shareholder of the Company. By virtue of his shareholding in the Company, Sir David McMurtry (Executive Chairman, 36% shareholder) is a controlling shareholder. John Deer (Deputy Chairman, together with his wife, 17%) is also a controlling shareholder by virtue of a voting agreement between John Deer (and his wife) and Sir David McMurtry. The independent directors for the purposes of the Listing Rules are each of Sir David Grant, Carol Chesney, John Jeans and Catherine Glickman, who are the directors that the Board has determined are independent directors for the purposes of the 2016 UK Corporate Governance Code. Resolutions 9 to 12 (inclusive) are therefore being proposed as ordinary resolutions which all shareholders may vote on, but in addition the Company will separately count the number of votes cast by independent shareholders in favour of the resolution (as a proportion of the total votes of independent shareholders cast on the resolution) to determine whether the threshold referred to in (ii) above has been met. The Company will announce the results of the resolutions on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

Under the Listing Rules, if a resolution to elect or re-elect an independent director is not approved by a majority vote of both the shareholders as a whole and the independent shareholders of the Company at the AGM, a further resolution may be put forward to be approved by the shareholders as a whole at a meeting which must be held more than 90 days after but within 120 days of the first vote. Accordingly, if any of Resolutions 9 to 12 (inclusive) are not approved by a majority vote of the Company's independent shareholders at the AGM, the relevant director(s) will be treated as having been re-elected only for the period from the date of the AGM until the earlier of (i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM, to propose a further resolution to elect or re-elect him or her; (ii) the date which is 120 days after the AGM; and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the director's election or re-election is approved by a majority vote of all shareholders at a second meeting, the director will then be re-elected until the next AGM.

The Company is required by the Listing Rules to provide details of

- (i) any previous or existing relationship, transaction or arrangement between an independent director and the Company, its directors, any controlling shareholder or any associate of a controlling shareholder;
- (ii) why the Company considers the proposed independent director will be an effective director;
- (iii) how the Company has determined that the proposed director is an independent director; and
- (iv) the process by which the Company has selected each independent director.

The Company confirms the following to meet these requirements:

1. **Previous/existing relationships:** There are no existing or previous relationships, transactions or arrangements between each independent director and the Company, any of its directors, any controlling shareholder of the Company or any associate of such a controlling shareholder except as disclosed below.

Sir David Grant is currently non-executive director of IQE plc (having been appointed in September 2012), chair of the National Physical Laboratory (appointed in May 2015) and on the board of the Defence Science and Technology Laboratory (Dstl) (appointed in June 2012). Sir David Grant was also chair of STEMNET from December 2011 until August 2016 when it merged with STEM Learning. The Company has dealings with these organisations from time to time, such as grant-funded research projects, or research, collaboration or supply agreements. The Company confirms that Sir David Grant has taken no part in decisions relating to any of the dealings between the Company and these organisations.

John Jeans was chair of the Council of Cardiff University from December 2011 until December 2015. He leads Innovate UK's Knowledge Transfer Network's (KTN) Health Board (appointed January 2015) and chaired its Stratified Medicine Steering Group from February 2014 until it ceased to exist in February 2017. John was also, from March 2016 to May 2017, interim chair of the Scottish Medical Device Hub and, since May 2017, is chair of the Scottish government's Digital Health & Care Institute at the University of Strathclyde. John is also chair of Edinburgh Molecular Imaging Ltd (appointed in September 2015) and non-executive director of both Prometic Life Sciences Inc. (appointed May 2017) and Prometic Pharma SMT Limited (appointed June 2016). John has also been chair of the Strategic Advisory Board for the Singapore Government's Diagnostics Hub since February 2014. From September 2014 to February 2017 John was chair of UK Biocentre Ltd and from August 2011 until September 2017 chair of Imanova Ltd. Since January 2010 John has been a director of The Clare Foundation Ltd. He was also a director of The Universities and Colleges Employers' Association between September 2012 and December 2015. The Company has dealings with these organisations from time to time, such as grant-funded research projects, or research, collaboration or supply agreements. The Company confirms that John Jeans has taken no part in decisions relating to any of the dealings between the Company and these organisations.

Carol Chesney is currently Company Secretary of Halma plc, having been appointed in April 1998. In April 2018 she was appointed as a non-executive director of Hunting plc and in July 2018 she was appointed as a non-executive director of Biffa plc. The Company has dealings with these organisations from time to time, such as grant-funded research projects, or research, collaboration or supply agreements. The Company confirms that Carol Chesney has taken no part in decisions relating to any of the dealings between the Company and these organisations.

Catherine Glickman is currently non-executive director of Marston's plc (having been appointed in December 2014), TheWorks.co.uk plc (having been appointed in July 2018) and RPS Group plc (having been appointed in August 2018). The Company confirms that Catherine Glickman has taken no part in decisions relating to any of the dealings between the Company and these organisations.

The dealings referred to above are not material (that is, in aggregate they are less than 0.5% of the Company's revenue for the financial year ended 30th June 2018).

2. **Effectiveness:** Each of the independent directors continues to be effective, to contribute to the performance of the Board and to demonstrate commitment to his or her role. In addition to the board/committee meetings and AGM, they attend and contribute to executive management conferences and investor days, and each of them provides additional support to the Board and the Company on a specific area of interest related to his or her skills and experience, which for Carol Chesney is pensions, for Sir David Grant is engineering technologies, for Catherine Glickman is HR matters and for John Jeans is healthcare strategy.
3. **Independence:** The Board has determined that each independent director is independent by considering the various relationships referred to above and obtaining confirmation from the Company's senior management and the relevant independent director that the relevant independent director was not involved in any decisions relating to the dealings referred to or any other dealing between the independent director or any organisation with which he or she is connected and the Company, any of its directors, any controlling shareholder of the Company or any associates of such a controlling shareholder.
4. **Selection:** In relation to the selection process for the independent directors, Carol Chesney, Catherine Glickman and John Jeans were selected as a result of a recruitment process managed by an executive search consultancy to a specification determined by the Board. Sir David Grant became known to the Board whilst he was Vice-Chancellor of Cardiff University and was appointed following interviews with the Board.

The Company recommends that the independent directors should be re-elected as set out in the relevant resolutions.

Resolution 13 – Re-appointment of auditors

The Company is required to appoint auditors at each general meeting at which accounts are laid before shareholders, to hold office until the end of the next such meeting. It is proposed that Ernst & Young LLP be re-appointed as the Company's auditors from the conclusion of the AGM until the conclusion of the next AGM. Further details in relation to the auditors are set out in the Audit Committee report on pages 56 to 59 of the Annual report and accounts.

Resolution 14 – Remuneration of auditors

This resolution seeks authority for the Audit Committee of the Board to decide the auditors' remuneration.

Resolution 15 – Market purchase of own shares by the Company

This resolution renews the previous authority granted on 20th October 2017, which expires on the date of the forthcoming AGM. The resolution authorises the Company to make market purchases of its own ordinary shares. The authority limits the number of shares that could be purchased to a maximum of 7,278,854 representing 10% of the issued share capital of the Company on 20th August 2018 (being the latest practicable date prior to the publication of this document) and sets minimum and maximum prices. This authority will expire at the conclusion of the Company's next AGM.

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account market conditions, the cash reserves of the Company, the Company's share price, appropriate gearing levels, other investment opportunities and the overall financial position of the Company. The authority will be exercised only if to do so would be likely to promote the success of the Company for the benefit of its shareholders as a whole.

Any purchases of ordinary shares would most likely be by means of market purchases through the London Stock Exchange. The authority will only be valid until the conclusion of the Company's next AGM or, if earlier, 18 months from the date of this resolution.

Listed companies purchasing their own shares are allowed to hold them in treasury, as an alternative to cancelling them. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share awards under share plans. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

Any shares purchased by the Company pursuant to the authority conferred by Resolution 15 will either be cancelled and the number of shares reduced accordingly or, if the directors think fit, they may be held as treasury shares. As at 20th August 2018, the Company held no ordinary shares in treasury.

Action to be taken

Whether or not you intend to come to the AGM, please complete and return the accompanying prepaid proxy form to the Company's registrars so as to be received by 12:00 noon on Tuesday 16th October 2018, being 48 hours before the time of the AGM. You may still attend and vote in person at the AGM even if you send in your proxy form.

Recommendation

Your Board considers each of the proposed resolutions to be in the best interests of the Company and the shareholders as a whole. Accordingly, your directors unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely,

Sir David McMurtry
Executive Chairman

Notice of Meeting

Notice is hereby given that the 45th Annual General Meeting ("AGM") of the Company will be held at its offices at New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR on Thursday 18th October 2018 at 12:00 noon. You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 14 inclusive will be proposed as ordinary resolutions. For each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 15 will be proposed as a special resolution. For this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Ordinary resolutions

Report and accounts

1. To receive the reports of the directors and auditors and the financial statements for the year ended 30th June 2018.

Remuneration report

2. To receive and approve the Directors' remuneration report (excluding the Directors' remuneration policy/table) contained in the Annual report and accounts 2018.

Dividend

3. To declare a final dividend for the year ended 30th June 2018.

Directors

4. To re-elect as a director Sir David McMurtry.
5. To re-elect as a director John Deer.
6. To re-elect as a director Will Lee.
7. To re-elect as a director Allen Roberts.
8. To re-elect as a director Geoff McFarland.
9. To re-elect as a director Carol Chesney.
10. To re-elect as a director Sir David Grant.
11. To re-elect as a director John Jeans.
12. To elect as a director Catherine Glickman.

Auditors

13. To re-appoint Ernst & Young LLP as auditors of the Company, to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the meeting.
14. To authorise the Audit Committee of the Board to determine the remuneration of the auditors.

Special resolution

Authority to purchase own shares

15. To consider and, if thought fit, to pass the following 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”), on such terms and in such manner as the directors may determine, provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 7,278,854 (representing approximately 10% of the Company’s issued ordinary share capital at 20th August 2018, being the latest practicable date prior to publication of this Notice of AGM);
- (ii) the maximum price (excluding expenses) which 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 five 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 (excluding expenses) 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 AGM to be held in 2019, or at the close of business on 31st December 2019, whichever is earlier, unless such authority is renewed prior to such time; and
- (v) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares in pursuance of any such contract.

By order of the Board

Mark Noble

General Counsel and Company Secretary

21st August 2018

Registered office: New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR

Registered in England and Wales under number: 01106260

Notes and additional information

Voting procedures

1. In line with best practice, all resolutions at this year's AGM will be conducted by way of a poll. This will result in a more accurate reflection of the view of members by ensuring that every vote is recognised, including the votes of all members who are unable to attend the AGM but who appoint a proxy for the AGM. In a poll, each member has one vote for every share held. On arrival at the AGM all those entitled to vote will be required to register and collect a poll card. Members will still have the opportunity to ask questions and form a view on any points raised before voting on the resolutions. The results will be announced via a Regulatory Information Service and placed on the Company's website as soon as practicable following the AGM.

Appointment of proxies

2. A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend and to speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM for the member's vote to be counted. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a member wishes to appoint more than one proxy and therefore requires additional proxy forms, the members should contact Equiniti Limited on 0371 384 2030. Lines are open from 8.30am to 5.30pm, Monday to Friday. Overseas shareholders should call +44 121 415 7047.
3. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice of Meeting.
4. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or the proxy appointment must be lodged using the CREST Proxy Voting Service, in accordance with note 8 below, no later than 48 hours before the time appointed for holding the AGM. Amended instructions must also be received by the Company's registrars by the deadline for receipt of proxy forms.
5. The return of a completed proxy form or other such instrument will not prevent a member from attending the AGM and voting in person if he/she wishes to do so.

Entitlement to attend and vote

6. The Company has specified that to be entitled to attend and vote at the AGM or any adjournment (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company as at 6.30pm on 16th October 2018 or for any adjourned meeting, 6.30pm on the day which is two days before the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies through CREST

7. 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.
8. 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 UK & Ireland Limited's (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 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 Company's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001

Electronic addresses

11. You may not use any electronic address provided either in this Notice of Meeting or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Corporate representatives

12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares.

Nominated persons

13. Any person receiving a copy of this Notice of Meeting as a person nominated by a member under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") should note that the provisions in this Notice concerning the appointment of a proxy or proxies to attend the AGM in place of a member, do not apply to a Nominated Person, as only members have the right to appoint a proxy. However, a Nominated Person may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered shareholder of the Company, or perhaps the custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.

Audit concerns

14. Under section 527 of the Companies Act 2006, a member or members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous AGM at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Shareholders' right to ask questions

15. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

Shareholders' rights to require circulation of proposed resolution and have a matter of business dealt with at the AGM

16. Under section 338 and section 338A of the Companies Act 2006, a member or members meeting the threshold requirements in those sections have the right to require the Company (i) to give to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than Wednesday 5th September 2018, being the date six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Issued shares and total voting rights

17. As at 20th August 2018 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 72,788,543 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 20th August 2018 are 72,788,543. There are no other classes of shares or any shares held in treasury.

Electronic publication

18. This document contains all the information required by section 311A of the Companies Act 2006 which is also available at www.renishaw.com.

Documents on display

19. Copies of the following documents are available for inspection at the registered office of the Company during normal business hours (8.00am – 4.15pm, excluding weekends and public holidays):

- (a) service contracts of the executive directors; and
- (b) letters of appointment of the non-executive directors.

All documents will be available for inspection at the above locations from the date of this notice until the conclusion of the AGM, and will also be available for inspection at the place of the AGM from 15 minutes before it is held until its conclusion.

