

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**

**RESOLUTION**

- of -

**RENISHAW plc ("the Company")**

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PASSED on 24 October 2019

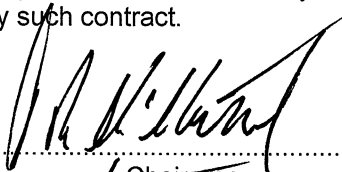
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At an ANNUAL GENERAL MEETING ("AGM") of the Company duly convened and held on 24 October 2019 at New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR the following resolution was duly passed:-

**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), 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 20 August 2019, being the latest practicable date prior to publication of the 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 2020, or at the close of business on 31 December 2020, 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.

  
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Chairman

I hereby certify that this resolution was passed at the AGM of the Company held on 24 October 2019

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Mark Noble, Company Secretary