

# ***RENOLD***

## **Notice of AGM**

### **Renold Plc**

## **2012 Annual General Meeting**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should consult your stockbroker, solicitor, accountant or other professional investment adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your holding of Ordinary Shares in Renold plc, please forward this document, together with the accompanying documents, to the purchaser or transferee or to the stockbroker, bank or other agent through or to whom the sale was effected for transmission to the purchaser or transferee.

Notice of the 2012 Annual General Meeting of the Company to be held at Renold House, Styal Road, Wythenshawe, Manchester M22 5WL on Thursday 12 July 2012 at 11.00 a.m. is set out on pages 6 to 10 inclusive. Whether or not Ordinary Shareholders propose to attend the 2012 Annual General Meeting, Ordinary Shareholders are requested to complete and return the enclosed form of proxy so as to be received by the Company's registrars, Capita Registrars, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 48 hours before that time. The return of a form of proxy will not preclude an Ordinary Shareholder from attending and voting at the 2012 Annual General Meeting in person should they subsequently decide to do so.

## Definitions

The following definitions apply throughout this document:

**2006 Act** means the Companies Act 2006;

**2012 Annual General Meeting** means the annual general meeting of the Company to be held at Renold House, Styal Road, Wythenshawe, Manchester M22 5WL on Thursday 12 July 2012 at 11.00 a.m.;

**Board** means the Board of Directors;

**Company** means Renold plc (incorporated and registered in England and Wales with number 249688);

**Directors** means the Directors of the Company and **Director** means any of them;

**Notice of Annual General Meeting** means the notice convening the 2012 Annual General Meeting set out on pages 6 to 10 inclusive of this document;

**Ordinary Shareholder** means a holder of Ordinary Shares;

**Ordinary Shares** means ordinary shares of 5p each in the capital of the Company;

**Preference Shareholders** means the holders of 6% cumulative preference stock of £1 each in the capital of the Company; and

**Resolutions** means the resolutions set out in the Notice of Annual General Meeting, and a reference to a numbered Resolution is to the resolution so numbered in the Notice of Annual General Meeting.

Incorporated and registered in England and Wales with number 249688

28 May 2012

Directors:

Matthew Peacock (Chairman)  
Robert Davies (Chief Executive)  
Brian Tenner (Finance Director)  
David Shearer (Senior Independent Director)  
John Allkins (Non-Executive Director)  
Ian Griffiths (Non-Executive Director)  
Mark Harper (Non-Executive Director)

**To Ordinary Shareholders and, for information only, to Preference Shareholders and the holders of options under the Company's share option schemes**

Dear Ordinary Shareholder

The 2012 Annual General Meeting is to be held at Renold House, Styal Road, Wythenshawe, Manchester M22 5WL on Thursday 12 July 2012 at 11.00 a.m. The formal Notice of Annual General Meeting is set out on pages 6 to 10 inclusive of this document.

The purpose of this letter is to explain certain elements of the business to be considered at the 2012 Annual General Meeting.

Resolutions 1 to 6 will be proposed as ordinary resolutions and Resolutions 7 to 10 will be proposed as special resolutions. The proposed ordinary resolutions will be passed if more than 50% of the votes cast are in favour and the proposed special resolutions will be passed if at least 75% of the votes cast are in favour.

**THE ORDINARY BUSINESS TO BE PROPOSED AT THE 2012 ANNUAL GENERAL MEETING**

The ordinary business to be proposed at the 2012 Annual General Meeting is set out in Resolutions 1 to 5 inclusive.

Mark Harper was appointed as a director of the Company on 1 May 2012. Under article 107 of the Company's articles of association, Mark Harper is required to stand for election at the next annual general meeting of the Company following his appointment and as such puts himself forward for election by the Ordinary Shareholders with the recommendation of the Board.

In addition to Mark Harper's election, under the Company's articles of association, up to one third of the Directors are obliged to retire by rotation at each annual general meeting of the Company and be eligible for re-election. Therefore, in compliance with article 103 of the Company's articles of association, Matthew Peacock and David Shearer, who have, at the date of the 2012 Annual General Meeting, been two of the Directors that have longest been in office since his last re-election will retire at the 2012 Annual General Meeting.

Matthew Peacock has given notice in writing to the Company that he will not stand for re-election, his office as Director to be filled by Mark Harper. David Shearer has also given notice in writing to the Company that he will not stand for re-election.

Brief biographical details of Mark Harper can be found in the Annex to this Notice of Annual General Meeting.

**THE SPECIAL BUSINESS TO BE PROPOSED AT THE 2012 ANNUAL GENERAL MEETING**

In addition to the ordinary business, you will find Resolutions 6 to 10 inclusive, which will be proposed at the 2012 Annual General Meeting as special business. A detailed explanation of Resolutions 6 to 10 follows.

### **Resolution 6 – authority to allot Ordinary Shares**

Resolution 6 deals with the Directors' authority to allot shares. The Directors are currently authorised to allot relevant securities of the Company but their authorisation ends on the date of 2012 Annual General Meeting. This resolution seeks to renew the Directors' authority to allot shares.

In accordance with guidance issued by the Association of British Insurers, Resolution 6 will, if passed, give the Directors the authority to allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares up to a maximum nominal amount of £7,361,446.28, representing 147,228,925 Ordinary Shares and approximately 66.6% of the issued ordinary share capital of the Company as at the date of this document. Of this amount, 73,614,462 Ordinary Shares representing approximately 33.3% of the issued ordinary share capital of the Company can only be allotted pursuant to a fully pre-emptive rights issue. The Association of British Insurers expects all members of the board to stand for re-election at the next Annual General Meeting if a the Company makes allotments in excess of one third of nominal value over the course of the year and the monetary proceeds exceed one third of the pre-issue market capitalisation of the Company. The Board would intend to meet The Association of British Insurers' expectations should such an allotment be made.

This authority would expire on the earlier of the conclusion of the Company's next annual general meeting and 11 January 2014. The Board has no present intention of exercising the authority and intends to seek its renewal at subsequent annual general meetings of the Company.

As at the date of this document, the Company held no shares in treasury.

### **Resolution 7 – disapplication of statutory pre-emption provisions**

Resolution 7 seeks to renew the authority conferred on the Directors at last year's annual general meeting to issue Ordinary Shares for cash without complying with the pre-emption rights in the 2006 Act in certain circumstances.

If approved, Resolution 7 will authorise the Directors to issue shares in connection with a rights issue or other similar issue and otherwise to issue shares for cash up to a maximum nominal amount of £552,661.13, which includes the sale on a non pre-emptive basis of any shares the Company may hold in treasury for cash. The maximum nominal amount of equity securities to which this authority relates represents approximately 5% of the issued ordinary share capital of the Company as at the date of this document. If granted, this authority would expire on the earlier of the conclusion of the Company's next annual general meeting and 11 January 2014. The Directors have no present intention of exercising this authority.

The Directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that companies should not issue shares for cash representing more than 7.5% of the company's issued share capital in any rolling three year period, other than to existing shareholders, without prior consultation with shareholders.

### **Resolution 8 – authority to purchase Ordinary Shares**

Resolution 8 seeks shareholders' authority for the Company to make market purchases of its own Ordinary Shares. The Directors have no present intention of exercising this authority, but would wish to have the flexibility to do so in the future. Purchases of own Ordinary Shares would only be made through the London Stock Exchange. Any Ordinary Shares purchased would be cancelled (in which case the number of Ordinary Shares in issue would thereby be reduced) or held in treasury, depending on which course of action is considered by the Directors to be in the best interests of the shareholders at that time.

As stated above, the Directors have no present intention of exercising the authority to purchase the Company's Ordinary Shares but will keep the matter under review and will only exercise the authority to make purchases of Ordinary Shares granted by Resolution 8 if they believe that to do so would result in an improvement in earnings per share and/or is in the best interests of the shareholders generally. The maximum number of Ordinary Shares which may be purchased is 22,106,445 representing approximately 10% of the issued Ordinary Shares as at the date of this document. The authority would expire on the earlier of the conclusion of the Company's next annual general meeting and 11 January 2014. The minimum price that could be paid for an Ordinary Share would be the nominal value of such Ordinary Share and the maximum price would be the maximum price permitted by the Financial Services Authority's Listing Rules or in case of a tender offer, 5% above 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 terms of the tender offer are announced, in each case excluding expenses.

As at the date of this document, options over a total of 9,737,599 Ordinary Shares and warrants over a total of 2,000,250 Ordinary Shares were outstanding and not exercised. That number of Ordinary Shares represents approximately 5.31% of the Company's issued ordinary share capital and 5.31% of the Company's total issued ordinary capital as at the same date. It would represent approximately 5.90% of the issued ordinary share capital if the authority to purchase the Company's own Ordinary Shares conferred by Resolution 8 had been exercised in full at that date and the shares so purchased had been cancelled.

**Resolution 9 – notice of general meetings**

Resolution 9 seeks to renew an authority granted at the Company's last annual general meeting to allow the Company to hold general meetings (other than annual general meetings) on 14 days' notice. Changes made to the 2006 Act by the Companies (Shareholder Rights) Regulations 2009 (**Shareholder Regulations**) increases the notice period for general meetings to 21 days. The Company's articles of association permit the Company to call general meetings (other than an annual general meeting) on 14 clear days' notice. In order to be able to preserve this ability, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 9 seeks such approval. The approval will be effective until the next annual general meeting of the Company, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Shareholder Regulations before it can call a general meeting on 14 days' notice.

**Resolution 10 – political donations**

Under the 2006 Act, political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to decide, as the 2006 Act is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling political duties and support for bodies representing the business community in policy review or reform, may fall within these terms.

Therefore, notwithstanding that it is the policy of the Company not to make political donations or incur political expenditure and the Company has no present intention of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the authority granted by Resolution 10 will allow the Company to continue to support the community and put forward its views to wider business and Government interests without running the risk of being in breach of the law. As permitted under the 2006 Act, Resolution 10 covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

**Action to be taken**

A reply-paid form of proxy for use at the 2012 Annual General Meeting is enclosed. Whether or not you are able to attend the 2012 Annual General Meeting, you are advised to complete, sign, date and return the form of proxy in accordance with the instructions printed on it so as to arrive at the offices of the Company's registrars, Capita Registrars, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but, in any event, no later than 48 hours before the appointed commencement time of the 2012 Annual General Meeting.

**Recommendation**

The Board considers that the passing of Resolutions 1 to 10 inclusive is likely to promote the success of the Company and is in the best interests of the Company and of its shareholders as a whole and the Board unanimously recommends that you vote in favour of them, as each of the Directors intends to do in respect of his own beneficial holdings of Ordinary Shares, being approximately 0.558% in aggregate of the Ordinary Shares in issue as at the date of this document.

Yours faithfully

**Matthew Peacock**  
Chairman

# RENOLD PLC

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2012 Annual General Meeting of Renold plc will be held at 11.00 a.m. on Thursday 12 July 2012 at Renold House, Styal Road, Wythenshawe, Manchester M22 5WL to consider and, if thought fit, pass the following resolutions.

You will be asked to consider and vote on the Resolutions below. Resolutions 1 to 6 inclusive will be proposed as ordinary resolutions and Resolutions 7 to 10 inclusive will be proposed as special resolutions.

### Ordinary business

1. To receive and consider the Company's annual accounts, together with the Directors' report and the Auditors' report for the financial year ended 31 March 2012.
2. To approve the Directors' remuneration report for the financial year ended 31 March 2012.
3. To elect Mark Harper as a Director of the Company.
4. To re-appoint Ernst & Young LLP as auditors of the Company, to hold office from the conclusion of the meeting until the conclusion of the next meeting at which accounts are laid before the Company.
5. To authorise the Directors to determine the auditor's remuneration.

### Special business

6. That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares in the Company (**Allotment Rights**), but so that:
  - a. the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £7,361,446.28, of which:
    - i. one half may be allotted or made the subject of Allotment Rights in any circumstances; and
    - ii. the other half may be allotted or made the subject of Allotment Rights pursuant to any rights issue (as referred to in the Financial Services Authority's Listing Rules) or pursuant to any arrangements made for the placing or underwriting or other allocation of any shares or other securities included in, but not taken up under, such rights issue;
  - b. this authority shall expire at the end of the next annual general meeting of the Company or on 11 January 2014, whichever is the earlier;
  - c. the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry; and
  - d. all authorities vested in the Directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.
7. That the Directors be empowered pursuant to section 570 of the Companies Act 2006, to allot equity securities (as defined in section 560 of that Act), pursuant to the authority conferred on them by Resolution 6 in this notice of meeting or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:
  - a. the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Services Authority's Listing Rules) or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
  - b. the allotment of equity securities (other than pursuant to paragraph (a) above) with an aggregate nominal value of £552,661.13,

and shall expire when the authority conferred on the Directors by Resolution 6 in this notice of meeting expires save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.

8. That the Company be and is hereby generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(4) of that Act) of ordinary shares and, where shares are held as treasury shares, to use them, inter alia, for the purposes of employee share plans operated by the Company, provided that:
- a. the maximum aggregate number of ordinary shares that may be purchased under this authority is 22,106,445;
  - b. the minimum price exclusive of any expenses which may be paid for any ordinary share shall not be less than the nominal value of such ordinary share at the time of the purchase;
  - c. the maximum price (exclusive of expenses) which may be paid for such ordinary shares is the maximum price permitted under the Financial Services Authority's Listing Rules or, in the case of a tender offer (as referred to in those rules), 5% above the average of the middle market quotations of the ordinary shares (as derived from the London Stock Exchange's Daily Official List) for the five business days immediately preceding the date on which the terms of the tender offer are announced;
  - d. the authority conferred by this Resolution 8 in this notice of meeting shall expire on the earlier of the conclusion of the Company's next annual general meeting and 11 January 2014; and
  - e. before such expiry the Company may enter into a contract to purchase shares that would or might require a purchase to be completed after such expiry.
9. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.
10. That in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies which are subsidiaries of the Company at the date on which this Resolution 10 is passed or during the period when this Resolution 10 has effect be generally and unconditionally authorised to:
- a. make political donations to political parties or independent election candidates not exceeding £50,000 in total;
  - b. make political donations to political organisations other than political parties not exceeding £50,000 in total; and
  - c. incur political expenditure not exceeding £50,000 in total,
- (as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this Resolution 10 and ending on the earlier of the conclusion of the Company's next annual general meeting and 11 January 2014, provided that the authorised sum referred to in paragraphs (a), (b) and (c) of this Resolution 10, may be comprised of one or more amounts in different currencies which, for the purpose of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution 10 shall not exceed £150,000.

By order of the Board

**Brian Tenner**

Finance Director and Company Secretary

Renold plc

Registered office:

Renold House

Styal Road

Wythenshawe

Manchester

M22 5WL

(Registered in England and Wales with number 249688)

Dated 28 May 2012



## Notes:

### Entitlement to attend and vote

1. The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares by 6.00 p.m. on 10 July 2012 (or, in the case of an adjournment, as at 6.00 p.m. on the day two days immediately preceding the day fixed for the adjourned meeting) in order to be entitled to attend and vote at the meeting as a member in respect of those shares. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

### Appointment of proxies

2. A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.
3. A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed in accordance with section 323 of the 2006 Act. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. Forms for the appointment of a proxy that can be used for this purpose have been provided to members with this notice of meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to the Company's registrars, Capita Registrars, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by 11.00 a.m. on 10 July 2012 (or in the case of adjournment, by the time 48 hours before the time appointed for the adjourned meeting). Alternatively, you may vote electronically at [www.capitashareportal.com](http://www.capitashareportal.com). You will require your username and password to use the portal to log in and vote. If you have not previously registered to use the portal you will require your investor code ("IVC") which can be found on your proxy card. Members who hold their shares in uncertificated form may also use the "CREST voting service" to appoint a proxy electronically, as explained below. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should he so wish.
4. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars, Capita Registrars, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Capita Registrars no later than 11.00 a.m. on Tuesday 10 July 2012 (or in the case of an adjournment, by the time 48 hours before the time appointed for the adjourned meeting).

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the 2012 Annual General Meeting and voting in person. If you have appointed a proxy and attend the 2012 Annual General Meeting in person, your proxy appointment will automatically be terminated

### Appointment of proxies through CREST

5. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in the "CREST voting service" section of the CREST Manual ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a CREST proxy appointment instruction) must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited (Euroclear), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Capita Registrars (ID RA10), as the Company's "issuer's agent", by 11.00 a.m. on 10 July 2012. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the time stamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST



member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on “Practical limitations of the system”. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.

#### **Questions at the 2012 Annual General Meeting**

6. Each member attending the meeting has the right to ask questions relating to the business being dealt with at the 2012 Annual General Meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered.

#### **Website publication of audit concerns**

7. It is possible that, pursuant to members’ requests made in accordance with section 527 of the 2006 Act, the Company will be required to publish on a website a statement in accordance with section 528 of the 2006 Act setting out any matter that the members concerned propose to raise at the 2012 Annual General Meeting relating to the audit of the Company’s latest audited accounts. The Company cannot require the members concerned to pay its expenses in complying with those sections. The Company must forward any such statement to its auditors by the time it makes the statement available on the website. The business which may be dealt with at the meeting includes any such statement.

#### **Communication**

8. Except as provided above, members who have general queries about the 2012 Annual General Meeting should call our shareholder helpline on +44 (0)161 498 4500 (no other methods of communication will be accepted). A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.

#### **Nominated persons**

9. Any person to whom this notice is sent who is currently nominated by a member of the Company to enjoy information rights under section 146 of the 2006 Act (a nominated person) may have a right under an agreement between him and such member to be appointed, or to have someone else appointed, as a proxy for the meeting. If a nominated person has no such right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in note 2 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.

#### **Issued shares and total voting rights**

10. As at the date of this document, the Company’s issued share capital consists of 221,064,453 Ordinary Shares, all carrying one vote each, 580,482 units of cumulative preference stock of £1 each carrying no voting rights and 77,064,703 deferred shares of 20p each carrying no voting rights. The Company does not hold any shares in treasury. Accordingly, the total voting rights in the Company are 221,064,453 Ordinary Shares.

#### **Documents on display**

11. Copies of the following documents will be available for inspection at the registered office of the Company during normal business hours (Saturdays, Sundays and public holidays in the UK excepted) from the date of this notice until the conclusion of the 2012 Annual General Meeting:
  - a. the Executive Directors’ service agreements; and
  - b. the terms and conditions of appointment of the Non-Executive Directors of the Company.

#### **Website giving information regarding the 2012 Annual General Meeting**

12. Information regarding the 2012 Annual General Meeting, including the information required by section 311A of the 2006 Act, is available at [www.renold.com](http://www.renold.com).

## **Annex**

### **Biographical details of Directors' submitted for election/re-election**

#### **Mark Harper**

Non-Executive Director

Mark, aged 56 was appointed to the Board as a non-executive director and chairman-elect on 1 May 2012. Mark became the Chief Executive of Filtrona plc at the time of its demerger from Bunzl plc in June 2005 and led a successful period of growth until his retirement in May 2011. Prior to this, he held a number of senior operational management positions within Bunzl plc and was appointed to the Bunzl plc Board in September 2004. Mr Harper is currently a Non-Executive Director of BBA Aviation plc.



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