

**Company number 249688**

## **ORDINARY AND SPECIAL RESOLUTIONS**

OF

Renold plc (**Company**)

Passed on 23 July 2013

At an annual general meeting of the Company duly convened and held at Renold House, Styal Road, Wythenshawe, Manchester M22 5WL on 23 July 2013 at 11.00am, the following resolutions were duly passed, in the case of resolutions 8 and 9, as ordinary resolutions and, in the case of resolutions 10 to 13, as special resolutions. Resolutions 1 to 7 were passed as ordinary business.

### **ORDINARY RESOLUTION**

8. That the rules of the 2013 PSP, the main features of which are summarised in Appendix 1 to the Chairman's letter to shareholders dated 21 June 2013, in the form (or substantially in the form) of the draft produced to this meeting and initialled by the Chairman hereof for the purposes of identification marked "A", be and are hereby approved and that:
  - a. the Remuneration Committee of the Company be and it is hereby authorised to do all acts and things necessary or expedient to carry the same into effect; and
  - b. the Remuneration Committee be authorised to establish such further plans for the benefit of employees outside the UK based on the PSP subject to such modifications as may be necessary or expedient to take account of local tax, exchange control or securities laws in any one or more overseas territories (provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the PSP).
9. 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 Conduct 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 22 January 2015, 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 meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.

#### **SPECIAL RESOLUTIONS**

10. 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 9 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 Conduct 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 9 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.

11. 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 Conduct 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 11 shall expire on the earlier of the conclusion of the Company's next annual general meeting and 22 January 2015; 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.
12. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.
13. 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 13 is passed or during the period when this Resolution 13 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 13 and ending on the earlier of the conclusion of the Company's next annual general meeting and 22 January 2015, provided that the authorised sum referred to in paragraphs (a), (b) and (c) of this Resolution 13, 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 13 shall not exceed £150,000.

Signed.....

**Louise Brace**

Company secretary

Dated: 24 July 2013