

Attendance card – Renold plc

Annual General Meeting (for use by all registered shareholders)

RENOLD

You may submit your proxy electronically using the Share Portal Service at www.capitashareportal.com. If not already registered for the Share Portal, you will need your Investor Code below.

Form of proxy for use at the annual general meeting of the Company to be held at Renold House, Styal Road, Wythenshawe, Manchester M22 5WL on Tuesday 22 July 2014 at 11.00 a.m. and at any adjournment of that meeting.

Before completing this form, please read the notice of meeting and the explanatory notes.

Signature of
person attending

Barcode:

Investor Code:

PLEASE TEAR OFF AND RETURN THE FORM OF PROXY.

Form of proxy – Renold plc

Annual General Meeting (for use by all registered shareholders)

I/we being a member of the Company hereby appoint the Chairman of the meeting or (see note 2)

Name of proxy

Number of shares (see note 3)

Bar Code:

Investor Code:

as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held on Tuesday 22 July 2014 at 11.00 a.m. and at any adjournment of that meeting.

Event Code:

I/We have indicated with a "x" below how I/we wish my/our proxy to vote on the resolutions to be proposed at the meeting. I/we further direct my/our proxy to vote (or refrain from voting) as he thinks fit for me/us and on my/our behalf on any other matter which may properly come before the meeting or any adjourned meeting.

If no indication is given, my/our proxy may vote or refrain from voting at his/her discretion.

☐ Please tick this box if this proxy appointment is one of multiple proxy appointments being made by the same shareholder (see note 3).

RESOLUTIONS (Ordinary unless specified)

Please indicate how you wish your proxy to vote or abstain by inserting "X" in the appropriate box.

- To receive and consider the accounts and the Directors' and Auditor's reports on them
- To approve the Directors' remuneration report
- To approve the Directors' remuneration policy
- To re-elect Brian Tenner as a Director
- To re-elect Mark Harper as a Director
- To re-elect John Allkins as a Director
- To re-elect Ian Griffiths as a Director

For	Against	Vote withheld (see note 4)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

RESOLUTIONS (Ordinary unless specified)

Please indicate how you wish your proxy to vote or abstain by inserting "X" in the appropriate box.

- To re-appoint Ernst & Young LLP as auditors
- To authorise the Directors to determine the auditors' remuneration
- To authorise the Directors to allot shares
- Special resolution to disapply pre-emption rights
- Special resolution to authorise the Company to make market purchases of its own ordinary shares
- Special resolution to authorise the calling of a general meeting on not less than 14 clear days' notice
- Special resolution to authorise political donations

For	Against	Vote withheld (see note 4)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

You may submit your proxy electronically at www.capitashareportal.com

Explanatory notes

- 1 A proxy need not be a shareholder of the Company. A shareholder 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, speak and vote at the meeting.
- 2 The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint any other person as proxy, delete the words "the Chairman of the meeting" and insert the name of the person appointed proxy in the space provided. If the proxy is being appointed in relation to only part of your shareholding, please enter in the box next to the proxy's name the number of shares in relation to which he is authorised to act as your proxy. If this box is left blank, he will be authorised in respect of your entire shareholding.
- 3 To appoint more than one proxy, you may copy this form. Please enter in the box next to the proxy's name the number of shares in relation to which he is authorised to act as your proxy. Please also indicate, by marking the relevant box, if this proxy appointment is one of multiple proxy appointments being made by you. If you are appointing multiple proxies, the number of your shares in respect of which your proxies are authorised to act as your proxy must not exceed to total number of shares held by you. Sign all proxy forms and return them together.
- 4 Unless otherwise instructed, a proxy may, at his discretion, vote or refrain from voting on the resolutions and in respect of any other business which may properly come before the meeting. The "Vote Withheld" option enables a shareholder to instruct his proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the votes "For" or "Against" a resolution.
- 5 This form must be signed and dated by the shareholder or his attorney duly authorised in writing. If the shareholder is a company, it may be executed under its common seal or signed on its behalf by an officer or attorney or other person authorised to sign.
- 6 In the case of joint holders, the signature of any one will be sufficient, but the names of all the joint holders should be stated. The vote of the senior joint holder (according to the order in which the names stand in the Company's register of shareholders in respect of the shareholding) who tenders a vote in person or by proxy shall be accepted to the exclusion of the vote of the other joint holder(s).
- 7 To be valid, the form of proxy, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority, must be completed, signed and returned so as to reach the Company's registrar, Capita Asset Services, at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later than 11.00 a.m. on 18 July 2014.
- 8 Appointment of a proxy will not prevent a shareholder from attending the meeting and voting in person.
- 9 Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual (www.euroclear.com/CREST).

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