

Company number 249688

ORDINARY AND SPECIAL RESOLUTIONS

OF

Renold plc (**Company**)

Passed on 19 July 2017

At an annual general meeting of the Company duly convened and held at the Manchester International Office Centre, Styal Road, Wythenshawe, Manchester, M22 5WB on 19 July 2017 at 11.00am, resolutions 10 to 16 were duly passed as special business. Resolutions 10 and 11 were passed as ordinary resolutions and resolutions 12 to 16 as special resolutions. Resolutions 1 to 9 were passed as ordinary business.

ORDINARY RESOLUTIONS

10. THAT the terms of an agreement proposed to be made between the holders of the deferred shares of 20 pence each in the capital of the Company (**Deferred Shares**) and the Company for the purchase by the Company of 77,064,703 Deferred Shares (being all the Deferred Shares in the capital of the Company) (**Agreement**) upon the terms (including the aggregate purchase price of £0.01 (one penny) for all the Deferred Shares) set out in the Agreement (a copy of which is presented to the meeting and initialled by the Chairman for the purpose of identification) are approved provided that:
 - a. this authority shall expire (unless renewed, varied or revoked by the Company) on the earlier of the next annual general meeting of the Company or on 16 January 2019.
11. THAT the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies 2006 Act (**2006 Act**) 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 £7,506,410, 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 on the earlier of the date of the next annual general meeting of the Company or on 16 January 2019;
 - 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.

SPECIAL RESOLUTIONS

- 12. THAT the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.
- 13. THAT the Directors be empowered pursuant to section 570 of the 2006 Act, to allot equity securities (as defined in section 560 of that Act), pursuant to the authority conferred on them by Resolution 11 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 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 £563,544.35,

and shall expire when the authority conferred on the Directors by Resolution 11 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.

- 14. THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of the 2006 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 22,541,774;
 - 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 14 in this notice of meeting shall expire on the earlier of the conclusion of the Company's next annual general meeting and 16 January 2019; 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.
15. THAT a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.
16. THAT in accordance with section 366 of the 2006 Act, the Company and all companies which are subsidiaries of the Company at any time during the period for which this resolution is effective are authorised, in aggregate 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 2006 Act) during the period beginning with the date of the passing of this Resolution 16 and ending on the earlier of the conclusion of the Company's next annual general meeting and 16 January 2019, provided that the authorised sum referred to in paragraphs (a), (b) and (c) of this Resolution 16, 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 16 shall not exceed £150,000.

Signed.....
Louise Brace

Company Secretary

Dated: 19 July 2017

