

Company number 249688

ORDINARY AND SPECIAL RESOLUTIONS

OF

Renold plc (Company)

Passed on 18 July 2018

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 18 July 2018 at 11.00am, resolutions 8 to 13 were duly passed as special business. Resolution 8 was passed as an ordinary resolution and resolutions 9 to 13 as special resolutions. Resolutions 1 to 7 were passed as ordinary business.

ORDINARY RESOLUTIONS

8. 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 18 October 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.

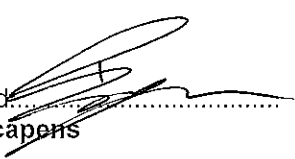
SPECIAL RESOLUTIONS

9. 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 8 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

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 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 13 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 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.....


Ian Scapens

Group Finance Director

Dated: 18 July 2018