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Renishaw plc
Notice of Annual General Meeting 2023



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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Renishaw plc, you should pass this document (but not the accompanying personalised form of proxy) without delay either to the purchaser or transferee or to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

A proxy form for use at the meeting is enclosed and, to be valid, should be completed and sent to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible, but in any event, so as to arrive no later than 10:00am on Monday, 27 November 2023. A proxy may also be appointed electronically by logging on to the website www.sharevote.co.uk or for CREST members by using the CREST electronic proxy appointment service.

Further details on how to submit a proxy are set out on pages 8 to 9 of this Notice.

Voting on Resolutions 1 to 16 will be conducted by way of poll. Shortly after the conclusion of the Annual General Meeting, the results will be announced on the Company's website, www.renishaw.com, and the London Stock Exchange.

We are

holding our AGM on Wednesday, 29 November 2023 at 10:00am



“

Dear Shareholder,
I am pleased to invite you to Renishaw plc's Annual General Meeting (AGM) which will be held at our headquarters at New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR on Wednesday, 29 November 2023 at 10:00am.”

Sir David McMurtry
Executive Chairman

AGM arrangements

We plan to hold a physical AGM this year and shareholders, their proxies, corporate representatives (and their respective guests) are all welcome to attend. The AGM will start at 10:00am and light refreshments including tea, coffee, and biscuits will be provided. To assist with preparations for the AGM, those wishing to attend the AGM are asked to register their intention as soon as practicable by either returning the accompanying prepaid reply slip or emailing Renishaw2023AGM@equiniti.com.

The AGM is an important opportunity for us to engage with you, our shareholders, and to provide you with an update on our performance. The business of the meeting will therefore include a business review presentation from our Chief Executive.

Shareholder questions

The AGM also provides you with an important opportunity to ask questions of the Board. There will be a dedicated Question & Answer session during the AGM where all Directors, including the committee chairs, will be available to take questions.

In addition to asking a question at the meeting, you are also able to submit questions ahead of the meeting by email to the Company's registrars at Renishaw2023AGM@equiniti.com by 5:00pm on Monday, 13 November 2023. You will need to include your Shareholder Reference Number along with your questions. Written answers will be provided to frequently asked questions which will be published on the Company's website www.renishaw.com/investor by 12:00 noon on Friday, 24 November 2023. This timeframe (including the submission deadline) is necessary for answers to be published prior to the proxy submission deadline.

Letter from the Chairman continued

Proxy arrangements

Your participation is important to us and, whether or not you intend to come to the AGM, we encourage you to vote ahead of the AGM by completing and returning the accompanying prepaid proxy form to the Company's registrars, so as to be received as soon as possible and in any event no later than 10:00am on Monday, 27 November 2023, being 48 hours before the time of the AGM.

You may also submit your proxy form electronically by logging on to the website www.sharevote.co.uk. You will need your unique voting reference numbers shown on your Form of Proxy (the Voting ID, Task ID and Shareholder Reference Number).

CREST members may also choose to use the CREST voting service in accordance with the procedures set out in the notes on pages 8 and 9.

The return of a completed proxy form will not prevent you attending the AGM and voting in person if you wish to do so.

Business of the Meeting

Board changes

I am pleased to welcome Professor Karen Holford CBE to Renishaw who joined us as a Non-executive Director on 1 September 2023. Karen is also a member of the Audit, Nomination and Remuneration Committees. Her skills and experience, particularly those in engineering and research and development, will be highly valuable to the Board and her appointment increases the diversity of our Board.

In accordance with the UK Corporate Governance Code, each of the Directors will retire at this year's AGM and stand for re-election or, in the case of Karen Holford, election by shareholders. Following an externally facilitated Board evaluation, the Board considers that all Directors continue to make an effective and valuable contribution and demonstrate commitment to their respective roles. In addition, the Board is satisfied that each of the Independent Non-executive Directors remains independent in character and judgement and that there are no relationships or circumstances likely to affect their character or judgement. Further details on the skills, experience and contribution by each of the Directors standing for election or re-election (as the case may be) can be found in the biographies on pages 6 and 7.

Remuneration Policy

At this year's AGM, a new Directors' Remuneration Policy is being proposed for shareholder approval. This proposal follows a thorough review by the Remuneration Committee of our existing policy to ensure it continues to support the Company's strategic priorities and provides an appropriate level of reward to attract and retain high-calibre individuals in an increasingly competitive market. As part of this review the Remuneration Committee considered the operation of our current Policy, employment conditions elsewhere in the Group, and feedback from our shareholders and proxy voting agencies. The feedback indicated broad support for the initial proposals. While no substantive changes were made to the Policy as a result of the feedback, the questions raised by shareholders and proxy voting agencies helped to clarify certain points and shape the Committee's understanding of investor preferences when finalising Policy proposals. Details of the proposed changes can be found in the Directors' Remuneration Report on pages 114 to 135 of the Annual Report 2023. If approved, the new Policy will come into effect from the conclusion of the AGM for a period of up to three years.

Resolutions

You are asked to consider and, if thought fit, pass the resolutions set out in the notice on page 3 of this document. All of these resolutions will be proposed as ordinary resolutions, save for Resolution 16 which will be proposed as a special resolution. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. For a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution. In relation to Resolutions 9 to 13 inclusive, which relate to the election or re-election (as the case may be) of the Independent Directors, these resolutions are put to a dual vote such that a count of the votes is taken of 1) the shareholders as a whole and 2) the shareholders excluding the controlling shareholder or shareholders and their associates, as explained in the Explanatory notes.

Recommendation

Your Board considers each of the proposed resolutions to be in the best interests of the Company and shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

The results of the voting will be announced via a Regulatory Information Service and published on our website www.renishaw.com/en/agm--21987 as soon as practicable following the conclusion of the AGM.

Yours faithfully,

Sir David McMurtry
Executive Chairman

11 October 2023

Notice of Meeting

Notice is hereby given that the 50th Annual General Meeting of the Company will be held at its offices at New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR on Wednesday, 29 November 2023 at 10:00am.

Resolutions 1 to 15 inclusive will be proposed as ordinary resolutions. For each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 16 will be proposed as a special resolution. For this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Ordinary resolutions

Report and financial statements

1. To receive the reports of the Directors and auditor and the financial statements for the year ended 30 June 2023.

Directors' Remuneration

2. To approve the Directors' Remuneration Policy as set out on pages 120 to 126 of the Company's Annual Report for the year ended 30 June 2023.
3. To approve the Directors' Remuneration Report as set out on pages 114 to 135 of the Company's Annual Report for the year ended 30 June 2023 (other than the part containing the Directors' Remuneration Policy on pages 120 to 126).

Dividend

4. To declare a final dividend of 59.4 pence per ordinary share for the year ended 30 June 2023.

Directors

5. To re-elect as a Director Sir David McMurtry.
6. To re-elect as a Director John Deer.
7. To re-elect as a Director Will Lee.
8. To re-elect as a Director Allen Roberts.
9. To re-elect as a Director Catherine Glickman.
10. To re-elect as a Director Sir David Grant.
11. To re-elect as a Director Juliette Stacey.
12. To re-elect as a Director Stephen Wilson.
13. To elect as a Director Karen Holford.

Auditor

14. To reappoint Ernst & Young LLP as auditor of the Company, to hold office from the conclusion of the meeting to the conclusion of the next general meeting of the Company at which the Company's annual accounts and reports are laid.
15. To authorise the Audit Committee of the Board to determine the remuneration of the auditor.

Special resolution

Authority to purchase own shares

16. To consider and, if thought fit, to pass the following resolution:

That the Company be and is hereby unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the 2006 Act) to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 20p each in the capital of the Company (ordinary shares), on such terms and in such manner as the Directors may determine, provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 7,278,854 (representing approximately 10% of the Company's issued ordinary share capital at 10 October 2023, being the latest practicable date prior to publication of this Notice of Meeting);
- (ii) the maximum price (excluding expenses) which may be paid for an ordinary share is an amount equal to the higher of (a) 105% of the 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 ordinary share is contracted to be purchased and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
- (iii) the minimum price (excluding expenses) which may be paid for an ordinary share shall be 20p;
- (iv) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company, or at the close of business on 31 December 2024, whichever is earlier, unless such authority is renewed, varied, or revoked prior to such time; and
- (v) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares in pursuance of any such contract.

By order of the Board

Karen Atterbury
Company Secretary

11 October 2023

Registered office: New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR

Registered in England and Wales under number: 01106260

Explanatory notes

Resolution 1 – Reports of Directors and financial statements

The Directors are required to present the reports of the Directors and the auditor, and the financial statements of the Company for the year ended 30 June 2023 (the Annual Report) to the shareholders at the AGM.

Resolutions 2 and 3 – Remuneration Policy and Remuneration Report

Listed companies are required to prepare a Directors' Remuneration Report and present it to shareholders for approval at the AGM on an annual basis. The Directors' Remuneration Report is set out on pages 114 to 135 of the Annual Report. Resolution 3 is an advisory vote and does not affect the future remuneration paid to any Director.

In addition to the advisory vote referred to above, a listed company must also seek shareholders' approval at least every three years for its policy on the remuneration of directors. Having last sought approval for the full Directors' remuneration policy in 2020, and notwithstanding the amendment made to the policy in 2022 in relation to Non-executive Director fees, the Company is required to seek shareholder approval for its new Directors' Remuneration Policy this year. The new Policy is set out on pages 120 to 126 of the Annual Report and the resolution for approval of the new Policy is set out in Resolution 2. If approved it will take effect from the close of the AGM and will apply for three years, unless replaced by a new or amended policy approved by the shareholders. Once the new Directors' Remuneration Policy has been approved, no payments may be made by the Company to the directors or any former directors except in accordance with the Policy or by specific approval of the shareholders.

If the new Directors' Remuneration Policy is not approved, the Directors' Remuneration Policy approved at the 2020 AGM (as amended at the 2022 AGM) will continue to apply.

Resolution 4 – Final dividend

The Directors recommend that a final dividend of 59.4p per share be paid to each shareholder on the Register of Members as at the close of business on 3 November 2023. Subject to approval by shareholders, the payment date for the final dividend will be 7 December 2023.

Resolutions 5 to 13 inclusive – Election and re-election of Directors

In accordance with the provisions of the UK Corporate Governance Code, all current Directors at the date of the AGM will retire at the AGM and, being eligible, offer themselves for re-election or, in the case of any Director who was first appointed to the Board since the last AGM, election to office. The Board (supported by the Nomination Committee) has confirmed, following a performance review, that all Directors standing for election or re-election continue to perform effectively and demonstrate commitment to their roles. Biographies of each of the Directors seeking election or re-election (as the case may be) and the reasons why their specific contributions are, and continue to be, important to the Company's long-term sustainable success, are set out on pages 6 to 7.

The Listing Rules require companies that have a controlling shareholder or shareholders (that is, they exercise or control in concert more than 30% of the voting rights of the Company) to put the election or re-election of independent directors to a dual vote of: (i) the shareholders as a whole; and (ii) the independent shareholders, being any person entitled to vote on

the election of directors who is not a controlling shareholder of the Company. By virtue of his shareholding in the Company, Sir David McMurtry (Executive Chairman, 36.23% shareholder) is a controlling shareholder. John Deer (Non-executive Deputy Chairman, together with his wife, 16.59% shareholder) is also a controlling shareholder by virtue of a voting agreement between John Deer (and his wife) and Sir David McMurtry.

The independent directors for the purposes of the Listing Rules are each of Catherine Glickman, Sir David Grant, Juliette Stacey, Stephen Wilson and Karen Holford, who are the Directors that the Board has determined are independent directors for the purposes of the UK Corporate Governance Code. Resolutions 9 to 13 (inclusive) are therefore being proposed as ordinary resolutions which all shareholders may vote on, but in addition the Company will separately count the number of votes cast by independent shareholders in favour of the resolution (as a proportion of the total votes of independent shareholders cast on the resolution) to determine whether the threshold referred to in (ii) above has been met. The Company will announce the results of the resolutions on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

Under the Listing Rules, if a resolution to elect or re-elect an independent director is not approved by a majority vote of both the shareholders as a whole and the independent shareholders of the Company at the AGM, a further resolution may be put forward to be approved by the shareholders as a whole at a meeting which must be held more than 90 days after but within 120 days of the first vote. Accordingly, if any of Resolutions 9 to 13 (inclusive) are not approved by a majority vote of the Company's independent shareholders at the AGM, the relevant director(s) will be treated as having been elected or re-elected (as the case may be) only for the period from the date of the AGM until the earlier of: (i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM, to propose a further resolution to elect or re-elect him or her; (ii) the date which is 120 days after the AGM; and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the director's election or re-election is approved by a majority vote of all shareholders at a second meeting, the director will then be elected or re-elected until the next AGM.

The Company is required by the Listing Rules to provide details of:

- (i) any previous or existing relationship, transaction or arrangement between an independent director and the Company, its directors, any controlling shareholder or any associate of a controlling shareholder;
- (ii) why the Company considers the proposed independent director will be an effective director;
- (iii) how the Company has determined that the proposed director is an independent director; and
- (iv) the process by which the Company has selected each independent director.

The Company confirms the following to meet these requirements:

1. Previous/existing relationship

There are no existing or previous relationships, transactions or arrangements between each independent director and the Company, any of its directors, any controlling shareholder of the Company or any associate of such a controlling shareholder except as disclosed below.

Sir David Grant was previously chair of the National Physical Laboratory (from May 2015 to September 2021). The Company has dealings with this organisation from time to time, such as grant-funded research projects, or research, collaboration or supply agreements. The Company confirms that Sir David Grant has taken no part in decisions relating to any of the dealings between the Company and this organisation.

The dealings referred to above are not material (that is, in aggregate they are less than 0.5% of the Company's revenue for the financial year ended 30 June 2023).

2. Effectiveness

Each of the Independent Directors continues to be effective, to contribute to the performance of the Board and to demonstrate commitment to his or her role. In addition to the Board/Committee meetings and AGM, they attend and contribute to executive management events and capital markets days, and each of them provides additional support to the Board and the Company on a specific area of interest related to his or her skills and experience, which for Sir David Grant is engineering technologies, for Catherine Glickman is HR matters, for Juliette Stacey is finance, for Stephen Wilson is the software sector, global business and investor relations, and for Karen Holford is engineering and research and development.

3. Independence

The Board has determined that each Independent Director is independent by considering the various relationships referred to above and obtaining confirmation from the Company's senior management and the relevant Independent Director that the relevant Independent Director was not involved in any decisions relating to the dealings referred to or any other dealing between the Independent Director or any organisation with which he or she is connected and the Company, any of its directors, any controlling shareholder of the Company or any associates of such a controlling shareholder.

Sir David Grant has served as an Independent Non-executive Director for more than 11 years. As such, a rigorous review to assess his independence, effectiveness, and commitment was carried out. The Board considers that Sir David Grant continues to be independent in character and judgement. The Board also assessed that there are no relationships or circumstances that are likely to affect, or could appear to affect, his judgement. The Board agrees that it is in the best interests of the Company for Sir David Grant to remain as Senior Independent Director. Given the recent changes to the composition of the Board, Sir David Grant is able to provide some stability, and the Board benefits from his extensive knowledge of the Company and expertise in engineering.

4. Selection

In relation to the selection process for the Independent Directors, Catherine Glickman, Juliette Stacey, Stephen Wilson and Karen Holford were selected as a result of a recruitment process

supported by an executive search consultancy to a specification determined by the Board. Sir David Grant became known to the Board while he was Vice-Chancellor of Cardiff University and was appointed following interviews with the Board.

Resolution 14 – Reappointment of auditor

The Company is required to appoint an auditor at each general meeting at which the Company's annual accounts and reports are laid, to hold office until the end of the next such meeting. It is proposed that Ernst & Young LLP be reappointed as the Company's auditor from the conclusion of the AGM until the conclusion of the next general meeting of the Company at which the Company's annual accounts and reports are laid. Further details in relation to the auditor are set out in the Audit Committee Report on pages 108 to 113 of the Annual Report.

Resolution 15 – Remuneration of auditor

This resolution seeks authority for the Audit Committee of the Board to decide the auditor's remuneration.

Resolution 16 – Market purchase of own shares by the Company

This resolution renews the previous authority granted on 30 November 2022, which expires on the date of the forthcoming AGM. The resolution authorises the Company to make market purchases of its own ordinary shares. The authority limits the number of shares that could be purchased to a maximum of 7,278,854 representing 10% of the issued share capital of the Company on 10 October 2023 (being the latest practicable date prior to the publication of this Notice of Meeting) and sets minimum and maximum prices.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account market conditions, the cash reserves of the Company, the Company's share price, appropriate gearing levels, other investment opportunities and the overall financial position of the Company. The authority will be exercised only if to do so would be likely to promote the success of the Company for the benefit of its shareholders as a whole.

Any purchases of ordinary shares would most likely be by means of market purchases through the London Stock Exchange. The authority will only be valid until the conclusion of the Company's next AGM or, if earlier, 31 December 2024.

Listed companies purchasing their own shares are allowed to hold them in treasury, as an alternative to cancelling them. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share awards under share plans. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

Any shares purchased by the Company pursuant to the authority conferred by Resolution 16 will either be cancelled and the number of shares reduced accordingly or, if the Directors think fit, they may be held as treasury shares. As at 10 October 2023 (being the latest practicable date prior to the publication of this Notice of Meeting), the Company held no ordinary shares in treasury and there were no outstanding warrants or options to subscribe for ordinary shares in the capital of the Company.

Board of Directors

We are

driven by strong leadership



1. Sir David McMurtry ^{N*}

Executive Chairman

Appointed September 1975

Areas of expertise

Strategy, product development, engineering, science/technology

Contribution, skills and experience

- Co-founder of Renishaw, provides strong leadership to the Board, and responsible for Group innovation, product strategy and Group technology.
- Significant contribution to the long-term, sustainable success of the Company and all aspects of the business.
- Strategic vision, and technical and industry knowledge.

External appointments

- None

2. John Deer

Non-executive Deputy Chairman

Appointed July 1974

Areas of expertise

Manufacturing, strategy, international

Contribution, skills and experience

- Co-founder of Renishaw, contributes to Board leadership and strategic decisions for growing the business.
- Extensive manufacturing and quality experience contributes to the delivery of efficient, high-quality manufacturing.
- Strategic vision, and commercial and international experience.

External appointments

- None

3. Will Lee

Chief Executive

Appointed August 2016 as Group Sales and Marketing Director; February 2018 as Chief Executive

Areas of expertise

Sales and marketing, strategy, engineering, operations

Contribution, skills and experience

- Effective and strong leadership and management, both technical and commercial, with an acute awareness of the industry and its opportunities and challenges.
- Maintains a wide breadth of knowledge, as well as strong stakeholder relationships that continue to develop the business.
- Joined the Renishaw graduate scheme in 1996 and since then has held various senior management positions in engineering, operations, and sales and marketing, resulting in an in-depth understanding of the Group's business, products and markets.

External appointments

- None

4. Allen Roberts

Group Finance Director

Appointed October 1980

Areas of expertise

Finance, strategy, internal controls, operations, compliance

Contribution, skills and experience

- Chartered accountant, with an invaluable contribution to financial planning and strategy, including adept management of financial risks and business development.
- Deep understanding of the Group's businesses, products, relationships and the sectors in which Renishaw operates.
- Experienced in the management of financial risks, reporting and planning.

External appointments

- None

7. Juliette Stacey **A^{*} N R**

Independent Non-executive Director

Appointed January 2022

Areas of expertise

Finance, M&A, strategy, corporate governance, internal controls, compliance

Contribution, skills and experience

- Chartered accountant with an in-depth understanding of finance, M&A and strategy.
- Career experience in finance, as well as executive roles in both listed and non-listed company environments.
- Roles as chair of audit committees at other listed companies brings a wider industry perspective.

External appointments

- Senior independent director and audit committee chair of Fuller, Smith & Turner plc.
- Non-executive director and audit committee chair of Sanderson Design Group plc.

5. Sir David Grant **A N R**

Senior Independent Director

Appointed April 2012

Areas of expertise

Engineering, people, science/technology

Contribution, skills and experience

- Contributes to talent recruitment, increasing diversity and development of workforce.
- Extensive engineering experience and recognised for his contributions to industry.
- Various previous leadership positions at international engineering companies and government-related science and technology bodies.

External appointments

- None

8. Stephen Wilson **A N R**

Independent Non-executive Director

Appointed June 2022

Areas of expertise

Software, finance, strategy, business development, IT transformation, international

Contribution, skills and experience

- Extensive experience in the software sector, including strategic, financial and business development and IT transformation.
- Career experience in finance and business development, including in global businesses.
- Executive and non-executive roles in listed company environments.

External appointments

- Non-executive director of Canonical Holdings Ltd.

6. Catherine Glickman **A N R**

Independent Non-executive Director

Appointed August 2018

Areas of expertise

People, remuneration, pensions, strategy

Contribution, skills and experience

- Breadth of human resources experience in other listed companies and as a non-executive director is particularly valued by the Board.
- Skilled at developing reward structures that align leadership motivation with Group strategy.
- Extensive HR, remuneration and pensions experience, as well as previous international experience with Genus plc and Tesco plc.

External appointments

- Non-executive director and remuneration committee chair of TheWorks.co.uk plc.
- Non-executive director of East of England Ambulance Service NHS Trust.

9. Professor Karen Holford

A N R

Independent Non-executive Director

Appointed September 2023

Areas of expertise

Engineering, research and development, science/technology, people and diversity

Contribution, skills and experience

- Engineering experience across industry and higher education.
- Leadership and strategic advisory positions including within government-related science and technology bodies.
- Skilled at advancing diversity in the workforce.

External appointments

- Chief executive and vice chancellor of Cranfield University.

Committees

A Audit Committee

N Nomination Committee

R Remuneration Committee

***** Chair of Committee

► **Read more extensive Board biographies online.**
Visit www.renishaw.com/directors

Notes and additional information

Attendance

1. Shareholders wishing to attend the AGM are asked to register their intention as soon as practicable by returning the accompanying prepaid reply slip or emailing **Renishaw2023AGM@equiniti.com**.

Voting procedures

2. Voting on resolutions 1 to 16 at this year's AGM will be conducted by way of a poll. In a poll, each member has one vote for every share held. The results will be announced via a Regulatory Information Service and placed on the Company's website as soon as practicable following the AGM.

Entitlement to vote

3. The Company has specified that to be entitled to attend and vote at the AGM or any adjournment (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the Register of Members of the Company as at 6:30pm on 27 November 2023 or for any adjourned meeting, 6:30pm on the day which is two business days before the adjourned meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies – general

4. A member is entitled to appoint one or more proxies to ordinarily exercise all or any of the member's rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM for the member's vote to be counted. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a member requires additional proxy forms, they should contact Equiniti Limited on +44 (0)371 384 2169. Lines are open from 8:30am to 5:30pm, Monday to Friday. Alternatively they may copy the accompanying proxy form.
5. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice of Meeting. As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically in accordance with note 10 below or through CREST in accordance with note 12 below. A proxy appointment must be received not less than 48 hours before the time appointed for holding the AGM (excluding any part of a day which is not a working day).
6. To be valid any proxy form or other instrument appointing a proxy: (i) shall be in writing made under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, under its common seal or under the hand of an officer or attorney or other person duly authorised in that regard (and the signature on the appointment of proxy need not be witnessed); and (ii) must be received, together with the power of attorney or other authority (if any) under which it is authenticated, or a certified copy of such authority or in some other way approved by the Board, by the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not less than 48 hours before the time appointed for holding the AGM (excluding any part of a day which is not a working day).

7. In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder tenders a vote, whether in person or by proxy, the vote of the senior shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names appear in the Register of Members.
8. To change your proxy instructions you may return a new proxy form using the methods set out below. Please contact the Company's registrars, Equiniti Limited if you require another proxy form. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Where two (or more) valid but differing appointments of proxy are received in respect of the same share(s) for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other(s) as regards the relevant share(s). If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).
9. The return of a completed proxy form will not prevent a member attending the AGM and voting in person if the member wishes to do so (unless it is necessary to revise our AGM arrangements).

Appointment of proxies electronically

10. Shareholders who wish to appoint a proxy or proxies electronically may do so through **www.sharevote.co.uk** where full instructions are provided. Shareholders will need the Voting ID, Task ID and Shareholder Reference Number as printed on their proxy form. Alternatively, if already registered with Equiniti's online portfolio service, Shareview, shareholders can appoint their proxy electronically by logging on to their portfolio at **www.shareview.co.uk** using their ID and password. Once logged in, click 'View' on the 'My Investments' page, click on the link to vote then follow the on-screen instructions.
11. To be valid, any proxy appointment made electronically must be received not less than 48 hours before the time appointed for holding the AGM.

Appointment of proxies through CREST

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via **www.euroclear.com**). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

13. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (Euroclear) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice of Meeting, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
14. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
15. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Electronic addresses

16. You may not use any electronic address provided either in this Notice of Meeting or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Corporate representatives

17. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares.

Nominated persons

18. Any person receiving a copy of this Notice of Meeting as a person nominated by a member under Section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) should note that the provisions in this Notice of Meeting concerning the appointment of a proxy, do not apply to a Nominated Person, as only members have the right to appoint a proxy. However, a Nominated Person may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
19. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered shareholder of the Company, or perhaps the custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.

Audit concerns

20. Under Section 527 of the Companies Act 2006, a member or members meeting the threshold requirements set out in that Section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous AGM at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

Notes and additional information continued

Members' right to request resolution to be proposed at meeting

21. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and / or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business.
22. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the persons making it, must be received by the Company not later than 17 October 2023, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Members' right to ask questions

23. Any member attending the AGM has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
24. Any member may also ask questions in advance of the meeting by submitting questions by email to the Company's registrars **Renishaw2023AGM@equiniti.com** by 5:00pm on Monday, 13 November 2023. Members will need to include their Shareholder Reference Number when submitting their questions. Answers to frequently asked questions will be published on the Company's website: **www.renishaw.com/investor** by 12:00 noon on Friday, 24 November 2023. This timeframe (including the submission deadline) is necessary for answers to be published prior to the proxy submission deadline. As is the case in respect of questions raised by shareholders in person at an AGM, the Company will not answer questions in the circumstances listed in note 23 above.

Issued shares and total voting rights

25. As at 10 October 2023 (being the last business day prior to the publication of this Notice of Meeting) the Company's issued share capital consisted of 72,788,543 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 10 October 2023 are 72,788,543. There are no other classes of shares or any shares held in treasury.

Electronic publication

26. This document contains all the information required by section 311A of the Companies Act 2006 which is also available at **www.renishaw.com/investor**.

Documents on display

27. Copies of the following documents are available for inspection at the registered office of the Company during normal business hours (8:00am – 4:15pm, excluding weekends and public holidays):

- (a) service contracts of the Executive Directors; and
- (b) letters of appointment of the Non-executive Directors.

All documents will be available for inspection at the above location from the date of this Notice of Meeting until the conclusion of the AGM, and will also be available for inspection at the place of the AGM from 15 minutes before it is held until its conclusion.

Data processing

28. The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to: (1) the shareholder, including name and contact details, the votes that the shareholder casts and any other personal data collected by the controller regarding the shareholder, e.g. the shareholder's reference/identification number; and (2) any person who is identified as a proxy by a shareholder via form of proxy, including their name and contact details. The Company will also process personal data of shareholders and/or their proxy to the extent that shareholders or their proxy attend meetings held by the Company and the Company documents or makes a recording of these meetings, in which case personal data processed by the Company may include images and audio of the shareholder or their proxy which may be captured in the form of photographs and/or video and audio recordings.
29. Please note that if shareholders either provide the personal data of a proxy, or send a proxy to a meeting in their place, the Company requires the shareholder to communicate this privacy information to such proxy.
30. The Company and any third party to which it discloses the data (including the Company's registrars) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders.
31. The Company's lawful basis for the processing described above, for the purposes described above, is that the processing is necessary in order for the Company to: (1) fulfil its legitimate interests; and (2) comply with its legal obligations.
32. All of this data will be processed in accordance with the Company's privacy notice which can be accessed at **www.renishaw.com/legal/privacy**.

AGM attendance

Time and place of meeting

The meeting will be held at our headquarters at New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR on Wednesday, 29 November 2023 at 10:00am.

Registration will open from 9:00am and refreshments will be available. Please do not arrive earlier than 9:00am.

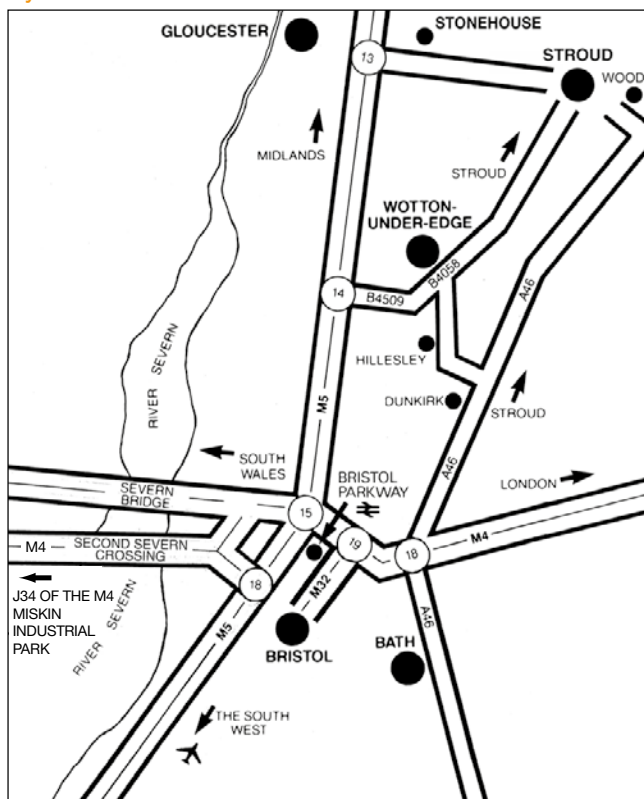
Who can attend

Shareholders, their proxies, corporate representatives (and their respective guests) are all welcome to attend.

To assist with preparations for the AGM, those wishing to attend the AGM are asked to register their intention as soon as practicable by either returning the accompanying prepaid reply slip or emailing Renishaw2023AGM@equiniti.com.

How to get to the venue

By car



New Mills is located between Wotton-under-Edge and Charfield and is 'set back' from the road. Please use the entrance off the roundabout at the junction of the B4058 and B4062.

By rail

There are frequent High-Speed trains from London (Paddington) and other areas, direct to Bristol Parkway which is located near the M4/M5 interchange and M32. Public transport is infrequent although taxi services are available.

For information on rail operators and times please phone National Rail Enquiries on 08457 484950.

By air

Bristol Airport is located south of Bristol on the A38 and is approximately a 45-minute taxi journey to Renishaw.

What to bring

Please bring your admittance card (if you have retained this) or email notification with you to help with identification. You may also find it helpful to bring this document with you to refer to during the AGM.

Shareholder questions

There will be a dedicated Question & Answer session during the AGM where all Directors, including the committee chairs, will be available to take questions.

You are also able to submit questions ahead of the meeting by email to the Company's registrars at Renishaw2023AGM@equiniti.com by 5:00pm on Monday, 13 November 2023. You will need to include your Shareholder Reference Number along with your questions. Answers to frequently asked questions will be published on the Company's website www.renishaw.com/investor by 12:00 noon on Friday, 24 November 2023. This timeframe (including the submission deadline) is necessary for answers to be published prior to the proxy submission deadline.

Catering

Light refreshments will be provided before the meeting.

Disability facilities

Special access requirements

Disabled parking spaces will be available and the venue is wheelchair accessible. Easy access chairs will also be available in the auditorium.

Hearing loop system

We have a number of hearing loop units for visitors to use in our auditorium. If you would benefit from using this system, please speak to a Renishaw employee after registering on the day, and we will set this up for you.

Shareholder information

Registrars

For all enquiries about shareholders' holdings, transfer and registration of shares, and changes of name and address, contact the Company's registrars, Equiniti Limited:

Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA

Telephone: +44 (0)371 384 2169

Website: www.shareview.co.uk

Calls are charged at the standard geographic rate. Calls outside the UK will be charged at the applicable international rate. Lines are open from 8:30am to 5:30pm (UK time), Monday to Friday (excluding English and Welsh public holidays).

Financial reports

The Annual Report and copies of previous financial reports are available at www.renishaw.com/investor. The half-year results and the preliminary announcement of the full-year results are published on our website promptly after they have been released through a Regulatory Information Service.

Electronic communications

All shareholder communications, including the Company's Annual Report, are made available on the Renishaw website and you may opt to receive email notifications informing you when shareholder communications are available to view and download rather than receiving paper copies through the post. Receiving communications electronically provides certain advantages to shareholders and Renishaw, including accessing documents more quickly, reducing our environmental impact and reducing the cost of printing and delivery of documents. If you would like to sign up for this service, visit Equiniti's Shareview Portfolio website. You may change the way you receive communications at any time by contacting Equiniti.

Dividend mandate

Shareholders can arrange to have their dividends paid directly into their bank or building society account by completing a bank mandate form. This is the most secure and efficient method of payment. A mandate form can be obtained from Equiniti or you will find one on your last dividend confirmation.

Financial calendar

Half year

31 December 2023

Half-year results

February 2024

Trading update

May 2024

Final dividend

Ex-div date 2 November 2023

Record date 3 November 2023

Payment date 7 December 2023

Interim dividend (provisional)

Ex-div date 7 March 2024

Record date 8 March 2024

Payment date 9 April 2024

Registration details and Company Secretary

Company Secretary

Karen Atterbury

Registered office

New Mills
Wotton-under-Edge
Gloucestershire
GL12 8JR

Telephone: +44 (0)1453 524524

Email: companysecretary@renishaw.com

Website: www.renishaw.com/investor

Registered number

01106260 (England and Wales)

Share fraud

We are aware some of our shareholders have received unsolicited calls or correspondence, offering to buy or sell their shares for a price in excess of the current market price. The callers can be very persuasive and extremely persistent and often have professional websites and telephone numbers to support their activities. These callers will sometimes imply a connection to Renishaw and provide incorrect or misleading information. Please be aware this is likely to be a scam – the safest thing to do is hang up.

You are advised to be wary of unsolicited advice or offers to buy shares. See www.fca.org.uk/consumers/protect-yourself-scams for further advice.

Find out more or report suspected fraud to the Financial Conduct Authority (FCA) on their consumer helpline 0800 111 6768 (overseas callers dial +44 207 066 1000) or using the share fraud reporting form available at www.fca.org.uk/consumers/report-scam.

If you have already paid money to share fraudsters contact Action Fraud on 0300 123 2040 (overseas callers dial +44 300 123 2040) or their online fraud reporting tool at www.actionfraud.police.uk/reporting-fraud-and-cyber-crime.

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