

## Renishaw plc

### Results of AGM 2019

All resolutions proposed at the Annual General Meeting held on 24 October 2019 were duly passed on a poll. Resolutions 1 to 13 were passed as ordinary resolutions and resolution 14 was passed as a special resolution. The result of the poll is as follows:

Resolution	Votes For	%	Votes Against	%	Votes Total	% of ISC <sup>1</sup> Voted	Votes Withheld <sup>2</sup>
1. Receive the reports of directors and financial statements	62,526,559	98.24	1,122,690	1.76	63,649,249	87.44%	533,198
2. Approve the remuneration report	61,245,398	95.75	2,721,177	4.25	63,966,575	87.88%	215,872
3. Declare the final dividend	64,069,169	99.82	112,500	0.18	64,181,669	88.18%	779
4. Re-elect David McMurtry as a director	49,350,727	77.60	14,243,701	22.40	63,594,428	87.37%	588,020
5. Re-elect John Deer as a director	49,123,310	77.25	14,466,739	22.75	63,590,049	87.36%	592,399
6. Re-elect Will Lee as a director	63,911,292	99.66	216,928	0.34	64,128,220	88.10%	54,228
7. Re-elect Allen Roberts as a director	63,849,300	99.57	277,096	0.43	64,126,396	88.10%	56,052
8. Re-elect Carol Chesney as a director	62,836,766	97.99	1,287,733	2.01	64,124,499	88.10%	57,949
9. Re-elect Catherine Glickman as a director	61,942,845	96.60	2,180,403	3.40	64,123,248	88.10%	59,199
10. Re-elect David Grant as a director	62,800,331	97.93	1,324,645	2.07	64,124,976	88.10%	57,472
11. Re-elect John Jeans as a director	62,805,336	97.94	1,319,075	2.06	64,124,411	88.10%	58,037
12. Re-appoint Ernst & Young LLP as auditors	64,168,371	99.98	11,260	0.02	64,179,631	88.17%	2,817
13. Authorise the audit committee to determine the auditors' remuneration	64,172,040	99.99	7,309	0.01	64,179,349	88.17%	3,099
14. Authorise the Company to purchase its own shares <sup>3</sup>	63,084,777	98.29	1,094,905	1.71	64,179,682	88.17%	2,765

<sup>1</sup> Issued Share Capital

<sup>2</sup> A vote withheld is not a vote in law and is not counted towards votes cast "For" or "Against" a resolution.

<sup>3</sup> Special resolution requiring 75% majority

#### Votes of independent shareholders on the resolutions concerning the election or re-election of the independent Non-executive Directors

8. Re-elect Carol Chesney as a director	24,227,257	94.95	1,287,733	5.05	25,514,990	74.65%	57,949
9. Re-elect Catherine Glickman as a director	23,333,336	91.45	2,180,403	8.55	25,513,739	74.65%	59,199
10. Re-elect David Grant as a director	24,190,822	94.81	1,324,645	5.19	25,515,467	74.65%	57,472
11. Re-elect John Jeans as a director	24,195,827	94.83	1,319,075	5.17	25,514,902	74.65%	58,037

In accordance with Listing Rule 9.2.2E, resolutions 8 to 11 inclusive were approved by: (a) the shareholders of the Company; and (b) the independent shareholders of the Company.

The total voting rights of the Company on the day on which shareholders had to be on the register in order to be eligible to vote was 72,788,543.

In accordance with Listing Rule 9.6.2R, a copy of resolution 14, which was passed as a special resolution, has been submitted to the National Storage Mechanism and will shortly be available for inspection at: [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).

The Board is again pleased that the majority of resolutions have been passed with a high level of support from shareholders. The Board has considered the votes against resolutions 4, the re-election of Sir David McMurtry (22.40%) and 5, the re-election of John Deer (22.75%), at the 2019 AGM. In order to better understand the reasons for these votes against, the Board has considered the views of shareholders and proxy advisory firms as to voting and voting recommendations respectively (where these had been made available to the Company for the 2019 AGM) and received feedback from the General Counsel & Company Secretary, following engagement with a number of shareholders on the rationale for their voting. The Board will continue to engage with shareholders to understand their views on this and any other significant matter at AGMs and the annual Investor Days, which include Q&A sessions with the Board. There are also Q&A sessions with the Executive Chairman, Chief Executive and Group Finance Director as part of the full and half-year results webcasts. The Board regularly reviews the Company's investor relations policy.

**Renishaw plc**  
**24 October 2019**

Registered office: New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR  
Registered number: 01106260  
LEI: 21380048ADXM6Z67CT18  
Contact name: Mark Noble  
Contact telephone: 01453 524648  
[www.renishaw.com](http://www.renishaw.com)