

This document is important and requires your immediate attention.

If you are in any doubt about its content or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all of your shares in Fenner PLC, please pass this document and any accompanying documents to the purchaser or transferee or to the person who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares



FENNER PLC

(Registered in England No. 329377)

Notice of Additional Shareholder Resolution for Annual General Meeting Wednesday 11 January 2017 at 10.30am

**City of London Club
19 Old Broad Street
London
EC2N 1DS**



FENNER PLC

(Registered in England No. 329377)

Registered Office:
Hesslewood Country Office Park,
Ferriby Road,
Hessle, East Yorkshire,
HU13 0PW

19 December 2016

Dear Shareholder,

Annual General Meeting 11 January 2017

The Annual General Meeting ("AGM") of the Company is to be held at 10.30 a.m. on Wednesday, 11 January 2017 at City of London Club, 19 Old Broad Street, London, EC2N 1DS.

The Company has received a shareholder resolution (the "Resolution") pursuant to section 338 of the Companies Act 2006 from Teleios Capital Partners LLC ("Teleios"). The Resolution is in addition to the main notice of AGM which was circulated to shareholders on 12 December 2016.

For the reasons explained below the Directors recommend that you vote against this Resolution (resolution 15).

Resolution 15 – Shareholder Resolution

The Company has received notice pursuant to the Companies Act 2006 of the intention to move the following resolution at the AGM. The Resolution has been requisitioned by Teleios and its statement in support of its proposed Resolution is set out below.

The Resolution will be proposed as an ordinary resolution which will be passed if more than 50% of the votes cast are in favour of the Resolution.

The Company is legally required to circulate the Resolution to you; however the directors consider that resolution 15 is not in the best interests of the Company and its members as a whole and unanimously recommend that you vote against resolution 15 for the reasons explained below and on page 2.

Shareholder Resolution (resolution 15): That Michael E. Ducey be elected as a non-executive director of the Company.

Supporting statement regarding the proposal by Teleios for the 2016 Annual General Meeting of Fenner PLC:

Teleios proposes to elect Mr Ducey to fill the outstanding vacancy on Fenner's Board and to strengthen the Board with further relevant expertise.

Mr Ducey is a US citizen with over 40 years' experience in both publicly listed and privately held companies in the UK and US, serving in the roles of CEO, Chairman and Non-Executive Director. His international experience spans four continents and is predominantly focused on the Americas - Fenner's most important region, representing approximately 50% of revenues and operations.

Mr Ducey's sector experience comprises industries that correspond closely to Fenner's end markets, including mining, chemicals, and polymer materials among others, encompassing both commoditised and highly differentiated product areas.

He has a proven track record of value creation (data available on request) at the helm of both listed and private equity owned companies, and has managed and overseen a multitude of successful operational and strategic transformations.

Mr Ducey is currently a Non-Executive Director of HaloSource, Inc., a UK AIM-listed company, and has a firm grasp of the UK Corporate Governance Code.

Upon election, Mr Ducey would be regarded as an independent Board member of the Company.

Notes to resolution 15

Resolution 15 is an additional resolution and has been requisitioned by Teleios, who have also requested that the Company circulates the statement set out above. The Company is legally required to circulate this statement to you; however the Directors would like to make it clear that they do not endorse this statement and neither the Directors nor the Company are responsible for its contents or for any inaccurate or misleading statements contained in it.

The Directors consider that resolution 15 is not in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote **AGAINST** resolution 15 at the forthcoming AGM for the reasons set out below.

The Board has been working hard on identifying and appointing a new CEO and had identified a well-qualified and high calibre candidate. However, in proposing a shareholder director who does not appear to be independent of Teleios, Teleios' actions have resulted in that candidate withdrawing from the process. It is clear to the Board that Teleios' actions are making it substantially more difficult to attract the right calibre of candidate to act as CEO.

1. The Board believes that it already has the necessary skills and experience represented by Mr Ducey and that he would therefore not be additive in terms of experience and fit.
2. The Board's current composition is in line with the UK Corporate Governance Code's requirements. Board composition is addressed in the UK Corporate Governance Code, B.1.2. whereby a smaller listed company should have at least two independent non-executive directors. A smaller listed Company is one that is below the FTSE 350 throughout the year immediately prior to the reporting year; which is the case for the Company. The Board has two strong independent non-executive directors at present as well as a chairman who was independent on appointment and therefore remains in compliance with the UK Corporate Governance Code.
3. Appointments to the Board are conducted in an orderly and well established manner and involve a rigorous selection process using external head-hunters to ensure the best candidate is identified. This applies to both non-executive appointments as well as executive appointments and, in due course, the Board will look to select another strong independent non-executive director using this process who has experience in Fenner's growth businesses and a track record in value creation. Mr Ducey has not been through such a process and the Board does not believe that he would be considered the right candidate to help the Board in its aspirations to build the Fenner Group back into a FTSE250 company.

Action to be taken in relation to the AGM

Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy.

THE FORM OF PROXY ENCLOSED WITH THIS NOTICE REPLACES THE FORM SENT TO YOU WITH THE NOTICE OF ANNUAL GENERAL MEETING ON 12 DECEMBER 2016. IF YOU HAVE ALREADY COMPLETED AND RETURNED A FORM OF PROXY PLEASE ALSO COMPLETE THE ENCLOSED FORM OF PROXY AND RETURN THE SAME TO THE REGISTRARS OF THE COMPANY AS SOON AS POSSIBLE AND, IN ANY EVENT, SO AS TO BE RECEIVED BY 10.30 A.M. ON 9 JANUARY 2017.

Completion of the form of proxy will not preclude you from attending and voting in person on the Resolution at the AGM.

You may also vote on-line at www.capitashareportal.com. If you have not previously registered to use the portal, you will require your investor code which can be found on your proxy form.

Yours sincerely,

VANDA MURRAY OBE
Chairman

FENNER PLC

NOTICE OF ADDITIONAL RESOLUTION TO BE PROPOSED AT ANNUAL GENERAL MEETING

Notice is hereby given that at the eightieth Annual General Meeting of Fenner PLC to be held at City of London Club, 19 Old Broad Street, London, EC2N 1DS on Wednesday, 11 January 2017 at 10.30 a.m. (the "Meeting"), notice of which was sent to shareholders on 12 December 2016, shareholders will be required to consider and, if thought fit, pass the following additional resolution. The resolution will be proposed as an ordinary resolution.

Additional ordinary business to the resolutions in the main Notice of AGM circulated to shareholders on 12 December 2016

15. That Michael E. Ducey be elected as a non-executive director of the Company.

By order of the Board
Debra Bradbury
Group Company Secretary
19 December 2016

Registered Office:
Hesslewood Country Office Park
Ferryby Road, Hessle
East Yorkshire, HU13 0PW

Explanatory Notes to proposed Resolutions

- (1) Voting will be conducted on a show of hands at the Meeting unless a poll is duly demanded. On a show of hands every shareholder who is present in person has one vote. Also, every proxy present who has been duly appointed by one or more shareholders entitled to vote on the resolution has one vote.

A proxy has one vote for and one vote against the resolution if the proxy has been duly appointed by more than one shareholder entitled to vote on the resolution and the proxy has been instructed by one or more of those shareholders to vote for the resolution and by one or more other of those shareholders to vote against it or the proxy has been instructed by one or more of those shareholders to vote in one way and is given discretion as to how to vote by one or more other of those shareholders (and wishes to use that discretion to vote in the other way).

In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names of the shareholders stand in the register of members of the Company.

On a poll vote every shareholder who is present in person or by proxy has one vote for every share of which he is the holder.

A form of proxy is enclosed for use by shareholders. Appointment of a proxy does not preclude a shareholder from attending the Meeting and voting in person.

- (2) A member entitled to attend and vote at the Meeting may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him/her. In order to be valid, an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notially) must be returned by one of the following methods:

- in hard copy form by post, by courier or by hand to the Company's registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
- via www.capitashareportal.com; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and in each case must be received by the Company's registrar no later than 10.30 a.m. on 9 January 2017.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST) subject to the provisions of the Company's articles of association. 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.

In order for a proxy appointment, or instruction, made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of the 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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. CREST members and where applicable, their CREST sponsors or voting service provider(s) should note that EUI 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 therefore 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 or 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- (3) The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- (4) 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 they do not do so in relation to the same shares.
- (5) Under section 527 of the Companies Act 2006, 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 Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders 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 not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
- (6) Only those shareholders entered on the register of members of the Company at close of business on 9 January 2017 (or, in the event that the Meeting is adjourned, in the register of members at close of business two days prior to any adjourned Meeting excluding non-working days) will be entitled to attend or vote at such Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting or adjourned Meeting.
- (7) As at 25 November 2016 (the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 194,002,741 ordinary shares, carrying one vote each. As at 25 November 2016 the Company did not hold any treasury shares. Therefore, the total voting rights in the Company as at 25 November 2016 are 194,002,741.
- (8) Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting 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 Meeting that the question be answered.
- (9) The contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Meeting, the total voting rights that members are entitled to exercise at the Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website: www.fenner.com.
- (10) The Service Contracts of the Executive Directors and the Letters of Appointment of the Non-Executive Directors are available for inspection at the registered office of the Company during normal business hours Monday to Friday (public holidays excepted) until the conclusion of the Meeting. The documents will also be available for inspection during the Meeting and for at least fifteen minutes before it begins.
- (11) Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the members subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.
- (12) You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided either in this Notice or any related documents (including the chairman's letter and form of proxy) to communicate with the Company for any purposes other than those expressly stated.