



Renew Holdings Plc (“Company”) Notice Of Annual General Meeting

Notice is hereby given that the fifty second annual general meeting of the Company will be held at the offices of KPMG LLP, 1 The Embankment, Neville Street, Leeds, LS1 4DW on Wednesday 25 January 2012 at 11.00am to consider and, if thought fit, pass resolutions 1 to 9 below as ordinary resolutions and resolutions 10 to 11 below as special resolutions.

The meeting will consider the following business:

Ordinary business

1. To receive and adopt the Company’s audited financial statements for the year ended 30 September 2011 and the reports of the directors and auditor thereon.
2. To declare a final dividend for the year ended 30 September 2011 of 2p per ordinary share in the capital of the Company to be paid on 23 February 2012 to shareholders who appear on the register at the close of business on 27 January 2012.
3. To re-elect Roy Harrison as a director of the Company. Mr Harrison retires as a director in accordance with the Company’s articles of association and offers himself for re-election.

(Explanatory note: Biographical details of Roy Harrison are included in the Directors’ Report in the Annual Report and Accounts.)
4. To re-elect David Forbes as a director of the Company. Mr Forbes has been appointed since the last annual general meeting of the Company and offers himself for re-election.

(Explanatory note: Biographical details of David Forbes are included in the Directors’ Report in the Annual Report and Accounts.)
5. To approve the Remuneration Report for the year ended 30 September 2011.
6. To re-appoint KPMG Audit Plc as auditor of the Company.
7. To authorise the directors of the Company to determine the remuneration of the auditor.

Special business

8. THAT the rules (“Rules”) of the Renew Holdings plc Long Term Incentive Plan (“LTIP”) in the form set out in the draft rules, a copy of which having been produced to the meeting, and initialled by the Chairman for the purposes of identification, and the principal features of which are summarised in the explanatory note accompanying the notice of annual general meeting sent to shareholders of the Company dated 22 November 2011 be and are approved, the LTIP be adopted and the directors of the Company be and are authorised to do all acts and things which they may consider necessary or expedient to give effect to the LTIP including, but not limited to, making any amendment to the Rules which the directors think appropriate and that the directors of the Company be and are authorised to issue ordinary shares of 10 pence each in the capital of the Company to the trustee of any trust established by the Company for the benefit of (inter alia) employees of the Company and of its subsidiaries for the purposes of satisfying the exercise of share options granted by such trustee or the Company pursuant to the LTIP.
 9. THAT, subject to the passing of Resolution 8, the Renew Holdings plc 2004 Executive Share Option Scheme be and is hereby terminated save that its provisions shall continue in force in relation to any options granted prior to the date of termination.

(Explanatory Note: A detailed summary of the main features of the proposed LTIP is set out in the explanatory note which accompanies this Notice of AGM.)
 10. THAT the directors be and are generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (“Act”) to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company up to a nominal amount of £299,495, such authority to apply in substitution for all previous authorities pursuant to Section 80 of the Companies Act 1985 or Section 551 of the Act and to expire at the end of the Annual General Meeting in 2013 or on 25 April 2013 whichever is the earlier (unless renewed, varied or revoked by the Company prior to or on such date) but, in each case, save that the Company may make offers and enter into agreements before this authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority ends and the directors may allot shares or grant such rights pursuant to any such agreement as if this authority had not expired.

(Explanatory note: The purpose of resolution 10 is to renew the directors’ power to allot shares. The authority to be given by resolution 10 will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into shares to a nominal value of the amount stated, which is equivalent to 5% of the total issued ordinary share capital of the Company, as at 22 November 2011.)
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Special business continued

11. THAT, subject to the passing of resolution 10 above, the directors be and are hereby given the general power pursuant to Section 570 of the Act to allot equity securities (as defined by Section 560(1) of the Act) wholly for cash pursuant to the authority given in resolution 10 above, as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer by way of rights issue to holders of ordinary shares in proportion (as nearly may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates, or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- (b) otherwise than in connection with a rights issue, up to an aggregate nominal amount of £299,495.

The power granted by this resolution will expire on 25 April 2013 or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if either Section 89(1) of the Companies Act 1985 or Section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

(Explanatory note: By Resolution 11 the directors are seeking renewal of the power to allot shares for cash for the purposes of a rights issue or otherwise than in connection with a rights issue, limited to the issue of shares up to an aggregate nominal value of £299,495, being 5% of the issued ordinary share capital of the Company at 22 November 2011. If given, this power will expire at the Company's AGM in 2013 or on 25 April 2013, whichever is the earlier.)

By order of the Board



J Samuel FCA
Company Secretary

22 November 2011

Registered Office:
Renew Holdings plc,
Yew Trees,
Main Street North,
Aberford,
West Yorkshire,
LS25 3AA

Registered in England and Wales No.: 00650447

Renew Holdings Plc (“Company”) Long Term Incentive Plan (“LTIP”)

1. Rationale for introducing the LTIP

The Remuneration Committee of the Company has been concerned that the existing Renew Holdings plc 2004 Executive Share Option Scheme (“Existing Scheme”) was failing to achieve its primary objectives, being the retention and motivation of senior management.

Part of the reason for this was that only a part of the value of the share being issued (the excess of the value at the date of exercise over the value at the date of grant) could be used as a potential reward or incentive. This meant that, given normal dilution limits, the potential rewards available to management were modest for a company of the size of Renew Holdings plc. Consequently the level of dilution required to deliver these incentives was disproportionately large.

The Remuneration Committee believes that long term incentive plans, which deliver shares at no cost to the participants but subject to more challenging performance criteria, are a more effective motivational and retention tool than a traditional share option scheme under which market value options are granted.

The Remuneration Committee therefore proposes to replace the Existing Scheme with a new long term incentive plan (“LTIP”), a summary of which is set out below. The LTIP has been designed so as to comply with ABI guidelines in all material respects. If the LTIP is approved by shareholders, then no further options will be granted under the Existing Scheme which will be terminated save in respect of options previously granted under it.

The Non-Executive Directors of the Company, who comprise the Remuneration Committee, recommend that shareholders vote in favour of Resolution 8 to establish the LTIP, and Resolution 9 to terminate the Existing Scheme.

2. Overview

Under the LTIP, directors and employees may be awarded rights to acquire ordinary shares of 10 pence each (“Shares”) in the capital of the Company subject to the achievement of performance conditions.

The LTIP will replace the existing 2004 Executive Share Option Scheme which will be terminated (without prejudice to outstanding awards) and no further awards will be made under it.

3. Participation and grant of awards

All executive directors and other employees nominated by the Remuneration Committee are entitled to be considered for the grant of awards under the LTIP. The current intention is that awards will be made only to the Chief Executive and Group Finance Director although other members of senior management may be included during the life of the LTIP. Awards will take the form of nominal cost options (“Options”) which will become exercisable (“vest”) subject to the achievement of performance criteria.

Generally, awards can only be made in the six week period following the adoption of the LTIP and thereafter, only in the six week period following the announcement by the Company of its interim or final results. However, in circumstances which the Remuneration Committee considers exceptional, awards may be made outside these six week periods.

4. Individual participation limit

The maximum value of Shares over which an Option under the LTIP may be granted to a participant (“Participant”) in any financial year of the Company may not exceed 100 per cent. of his basic salary for that financial year (or for the preceding financial year, if greater) unless circumstances arise which the Remuneration Committee believe justify granting an Option outside this limit. The Remuneration Committee would only envisage overriding the 100% limit in exceptional circumstances such as where there was a need to do so to attract a new executive.

The level of the initial awards to be made immediately following adoption of the LTIP will be determined at the time the awards are made.

5. Performance targets and exercise of LTIP awards

Exercise of Options granted under the LTIP will be dependent upon the extent to which specified performance targets have been achieved.

In respect of the initial award of Options to be made under the LTIP following its adoption in 2012, vesting of Options shall be dependent upon the total shareholder return (“TSR”) achieved by the Company over a three year performance period commencing on 1 October 2011.

Vesting of one half of the Options will be dependent on absolute growth in the Company’s TSR, and the other half dependent on the Company’s TSR performance as compared to the TSR achieved by other companies in a comparator group of companies selected by the Remuneration Committee. All TSR calculations will be based on the average of the opening and closing share price over a 30 day period prior to the commencement and end of the performance period.

The absolute TSR growth target will require the Company’s TSR over the three year performance period to have grown by more than 25%. For TSR growth between 25% and 100%, the half of the Option which is subject to the absolute TSR growth target will vest on a straight-line basis from nil vesting at 25% growth, to 100% vesting at 100% growth. There will be no vesting if TSR growth is 25% or less.

5. Performance targets and exercise of LTIP awards continued

The comparative TSR performance condition will be as follows (applied to one half of the Option):

Ranking of Company TSR	Proportion of award vesting
Below Median	0%
Top decile	100%
Between Median and top decile	straight line vesting 0 - 100%

It is proposed that for these initial awards, the comparator group should consist of 11 companies in the Engineering Support Services and Construction sectors which the Remuneration Committee considers an appropriate group of companies for TSR comparison purposes.

Subject to achievement of the TSR condition, Options will become exercisable unless the Remuneration Committee considers that there are exceptional circumstances such that exercise of the Options is not justified in whole or in part.

To the extent that any specified performance conditions are not satisfied, Options will lapse.

The Remuneration Committee envisages that similar TSR performance conditions will also apply to future awards under the LTIP. Any change in performance conditions will be explained to shareholders through the Company's Report and Accounts.

6. Exercise options

Options will normally become exercisable three years from the date of grant, subject to the achievement of performance conditions and to continued employment.

The last date for exercise of an Option will be the day before the tenth anniversary of its grant.

7. Cessation of employment

Participants who leave employment with the Renew Group will normally forfeit any unexercised Option.

However, if a Participant leaves as a result of death, ill health, injury or disability, or retirement ("good leaver"), he will be allowed to retain any unexercised Option and exercise it, subject to the achievement of performance criteria, from the normal exercise date as if he had continued in employment. However, the number of Shares in respect of which the Option can be exercised will then be reduced on a pro rata basis to take account of the period of time during which the Participant was not an employee. Notwithstanding this, such a Participant may be permitted to exercise any unexercised Option within 12 months of ceasing employment, but only to the extent that performance criteria have been achieved up to that date and on a pro-rata basis taking into account the period of time which has elapsed since the Option was granted.

A Participant who leaves for a reason other than one specified above will normally forfeit his unexercised Options. In exceptional circumstances, the Remuneration Committee may treat such a participant as if he were a good leaver.

8. Takeover

If there is a change of control of the Company, or a Court-sanctioned compromise or arrangement, or a voluntary winding up, the number of Shares over which non-vested Options will become exercisable will be calculated on the basis of the extent to which the performance criteria applicable to those Options have been satisfied as at the date of the change of control (or other event). The resulting number of shares will then be reduced on a pro rata basis to reflect the reduced period between the date the award was made and the date of the change of control, unless the Remuneration Committee decides otherwise. In exceptional circumstances, the Remuneration Committee may recommend full vesting.

Where appropriate, for example in the case of an amalgamation or reconstruction of the Company, with the consent of the acquiring company, Participants may be required or allowed to exchange Options so as to operate over shares in the acquiring company.

9. Dividend equivalent

On vesting of Options, Participants may be awarded additional shares or cash equal in value/amount to dividends paid during the performance period in respect of a number of Shares equal to the number in respect of which the Option has vested.

10. Clawback

In the event of a material correction of any accounts of the Company used to assess satisfaction of any performance conditions, or in the event of a Participant's gross-misconduct, Options may be reduced, adjusted or cancelled as determined by the Remuneration Committee. To the extent that Options have already been exercised, the Remuneration Committee may (having considered all the circumstances) require the participant to return any shares received, or the amounts of any proceeds of sale of such shares (net of tax).

11. Dilution limits

The number of new Shares that may be issued to satisfy awards made under all of the discretionary plans operated by the Company, including any awards made under the LTIP, may not, in any 10 year period, exceed 5% of the number of Shares in issue from time to time. In addition, in any 10 year period, no more than 10% of the Company's issued ordinary share capital may be issued or issuable under all employee share plans operated by the Company.

For so long as institutional guidelines recommend, Shares transferred from treasury to satisfy awards will count as newly issued shares for these purposes.

Awards and options which have lapsed or been surrendered will not count towards these dilution limits.

12. Taxation

Income tax and national insurance contributions ("NICs") will be payable on the value of the Shares which a Participant acquires following the end of the measurement period. Under the terms of the LTIP, the Participant will agree to pay the income tax and employee's NICs which arise. It will be a condition of acquiring Shares that appropriate arrangements are in place to ensure that his employer is put in funds by the Participant to meet these income tax and NICs liabilities. The employer will be responsible for payment of any employer's NICs which arise.

13. Variation of share capital

In the event of any increase or variation of share capital by way of capitalisation, rights issue, sub-division, consolidation or reduction of share capital, or otherwise the number of Shares over which an award has been made may be adjusted as determined to be appropriate.

14. Amendment of the LTIP

The rules of the LTIP may be amended by the Remuneration Committee.

The rules of the LTIP cannot, however, be amended in any way which materially benefits Participants without shareholder approval unless the amendments are to benefit the administration of the LTIP or are to comply with or take account of applicable legislation or statutory regulations or any change therein or to obtain or maintain favourable taxation, exchange control or regulatory treatment for the Company (or any Group company) or for the Participants.

15. Term of the LTIP

The life of the LTIP will be ten years and no awards may therefore be made more than ten years after the date of the adoption of the LTIP.

16. Pension status

None of the benefits which may be received under the LTIP will be pensionable.

17. Administration of the LTIP

- 17.1 The administration and operation of the LTIP will be facilitated by the trustee ("Trustee") of a non-UK resident employee benefit trust ("EBT"). It is expected that the Trustee will be an independent professional trustee and that when exercising its discretions, the Trustee will always have regard to the recommendations of the Remuneration Committee.
 - 17.2 The EBT may subscribe for Shares or may purchase Shares in the market in order to satisfy awards made under the LTIP. In respect of Shares acquired by subscription, the subscription price to be paid by the EBT will be the market value of the Shares on the day that the awards are made.
 - 17.3 The duration of the EBT will be 120 years.
 - 17.4 The EBT will not hold more than five per cent. of the issued ordinary share capital of the Company without Shareholder approval and the trustees of the EBT will not exercise any voting rights in respect of Shares held in the EBT from time to time except for voting rights in respect of Shares which are beneficially owned by any beneficiary of the EBT and in relation to which the EBT has received voting instructions from that beneficiary.
 - 17.5 The Company (or other Group companies) will fund the EBT to enable it to acquire Shares.
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Notes

1. A member of the Company must be entered on the Register of Members at 6pm on 23 January 2012 (or the date which is two days prior to any adjourned AGM) in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
2. A member entitled to attend and vote at the AGM 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.
3. Proxy forms and the powers of attorney or other authority, if any, under which they are signed need to be deposited at the office of the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time appointed for the meeting. Shareholders wishing to vote online should go to www.capitashareportal.com and follow the instructions. Completion of a proxy or any CREST proxy instruction (as described in paragraph 5 below) will not preclude a shareholder from attending and voting in person at the meeting.
4. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
5. 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. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited ("Euroclear") and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 RA10) by 11am on 23 January 2011. 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 Application Host) from which the issuer'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.

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 message. 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, to procure that his 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

6. As at 22 November 2011, the Company's issued share capital consists of 59,898,927 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at such date are 59,898,927.
7. A copy of the rules of the proposed LTIP is available for inspection at the registered office of the Company and at the office of DLA Piper UK LLP at 3 Noble Street, London, EC2V 7EE during normal business hours on each weekday (Saturdays and public holidays excluded) from the date of dispatch of this document until the close of the annual general meeting and at the place of the meeting for at least 15 minutes prior to and during the meeting).
8. A copy of this notice can be found at www.renewholdings.com

Renew Holdings plc

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Company Number: 650447

Registered in England & Wales
