

**Rotork plc
(the Company)**

**Schedule of Matters Reserved
for decision by the full Board**

1. Strategy and Management

- 1.1 Responsibility for the overall leadership of the Company and setting the Company's Purpose, Values and standards.
- 1.2 Responsibility for the long-term sustainable success of the Group, generating value for all stakeholders and contributing to wider society.
- 1.3 Assessing and monitoring culture, including the way in which it has been embedded within the Company and ensuring Group policies, practices and behaviours throughout the business are aligned with the Company's Purpose, Values and strategy.
- 1.4 Development and protection of the Rotork brand and ensuring the Group's practices are in line with the brand.
- 1.5 Responsibility for the Group's strategy and long term aims and objectives including significant changes to the Group's overall strategic direction such as extending the Group's activities into new business or geographic areas.
- 1.6 Oversight of the Group's operations ensuring:
 - competent and prudent management;
 - sound planning;
 - maintenance of sound management and internal control framework;
 - adequate accounting and other records; and
 - compliance with statutory and regulatory obligations.
- 1.7 Approval of the Group's annual operating and capital expenditure budgets and any material changes to them.
- 1.8 Review of performance in the light of the Group's strategy, objectives, business plans and budgets ensuring that any corrective action is taken.
- 1.9 Any decision to cease to operate all or any material part of the Group's business.

2. Structure and capital including bank facilities

- 2.1 Changes relating to the Group's capital structure including reduction of capital, share issues (except under employee share plans), and share buy backs including the use of treasury shares.
- 2.2 Issues of public debt or other debt securities.
- 2.3 Approval of the entry into new committed banking facilities, or the cancellation or extension of existing committed banking facilities, or other material financing matters which are contrary to the Central Treasury Policy in place from time to time.
- 2.4 Major changes to the Group's corporate structure.

- 2.5 Major changes to the Group's management and control structure.
- 2.6 Any changes to the company's listing or its status as a plc.

3. Financial reporting and controls

- 3.1 Approval of the half-yearly report, trading updates and any preliminary announcement of the final results.
- 3.2 Approval of the annual report and financial statements.
- 3.3 Approval of the dividend policy, and the declaration or recommendation of any dividend to be paid by the Company.
- 3.4 Approval of any significant changes in accounting policies or practices
- 3.5 Approval of treasury policies including the Central Treasury Policy, foreign exchange exposure and the use of financial derivatives.
- 3.6 Approval of material unbudgeted capital or operating expenditures.

4. Contracts including acquisition and disposal of land/property

- 4.1 Major capital projects, including land, where any such project or investment exceeds £3 million or such other limit agreed by the Board from time to time and setting authority levels for the same.
- 4.2 Disposals of fixed assets (including real estate) by the Company or any subsidiary in excess of £1 million (overall value of transaction) to the extent that they have not been agreed by the Board in the relevant year's budget.
- 4.3 Material contracts of the Company or any subsidiary outside the ordinary course of business or in excess of £10 million value over the term of the contract (excluding master services or framework agreements with no commitments in excess of £10 million).
- 4.4 Acquisitions and disposals of any company or business or purchase or disposal of any interest in the same (including joint ventures and similar arrangements) subject to the Chief Executive Officer being delegated authority to (i) purchase the entire share capital of a company up to an enterprise value of £5m or; (ii) purchase businesses and assets up to £5m.
- 4.5 Grant of guarantees and indemnities, other than those issued in the ordinary course of operational business.
- 4.6 Entry into any significant transactions or arrangements required to be announced to the London Stock Exchange which are not otherwise covered in these Reserved Matters.

5. Internal controls, risk management, compliance reporting and whistleblowing

- 5.1 Monitoring and ensuring maintenance of a sound risk management and internal control framework, including:
 - approving the Company/Group's risk appetite statements;
 - receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes for existing, emerging and future risks to support its strategy and objectives;
 - receiving and considering reports on the findings of any internal Company investigations into allegations of bribery, slavery, fraud or any other misconduct, review any actions plans created to address those findings and review management's implementation of such action plans;

- receiving and assessing reports arising from the Company’s Speak Up (whistleblowing) helpline; approving procedures for the prevention of fraud and systems and controls for the prevention of bribery;
- undertaking an annual assessment of the effectiveness of these processes; and
- approving an appropriate statement for inclusion in the annual report.

6. Communication

- 6.1 Responsibility for oversight of external relationships and engagement with shareholders and the group's stakeholders.
- 6.2 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- 6.3 Approval of all circulars, prospectuses and listing particulars (other than routine documents).
- 6.4 Approval of press releases or RNSs concerning major matters decided by the Board (this excludes approval of routine matters such as notifications of major interests in shares and of interests of directors).

7. Board Membership and Other Appointments

- 7.1 Following recommendation from the Nomination Committee, implementing any changes to the Board structure and executive pipeline (including appointments and removals to the Board, and, oversight of succession planning for the Management Board, in each case having regard to diversity, experience and ensuring an appropriate balance of skills).
- 7.2 Continuation in office of directors at the end of their term of office when they are due to be re-elected by shareholders at the AGM, following recommendation by the Nomination Committee
- 7.3 Appointment of the Chair of the Board, the Chief Executive and the Senior Independent Director and membership and Chair of Board committees, following recommendation by the Nomination Committee.
- 7.4 Appointment or removal of the Company Secretary.
- 7.5 Making recommendations to the shareholders for the appointment, reappointment or removal of the external auditor having considered proposals put forward by the Audit Committee.

8. Remuneration and pensions

- 8.1 Approving the remuneration policy to be put to shareholders and the remuneration structure for the Management Board.
- 8.2 Approving the remuneration of the Chair and the Non-Executive Directors, subject to the articles of association and shareholder approval as appropriate.
- 8.3 The introduction of new share incentive plans or major changes to existing plan, to be put to shareholders for approval.
- 8.4 Major changes to the rules of the Group's pension schemes.

9. Delegation of Authority

- 9.1 The division of responsibilities between the Chair and the Chief Executive Officer .

- 9.2 Establishing Board committees and approving their terms of reference, and approval of any material changes thereto.
- 9.3 Receiving reports from Board committees on their activities.

10. Corporate governance matters

- 10.1 Annual review of the group's overall corporate governance arrangements.
- 10.2 Undertaking a formal and rigorous annual review of the Board's performance, that of its committees and individual directors
- 10.3 Determining the independence of Non-Executive Directors in light of their character, judgement and relationships.
- 10.4 Considering the balance of interests between shareholders, employees, customers, suppliers and the community.
- 10.5 Authorising matters which would amount to a breach of directors' duty to avoid a conflict
- 10.6 Approval of high-level policies (and any amendments), in particular those which will be placed in the public domain, including but not limited to: Code of Conduct, Share Dealing Code, Anti-Bribery and Corruption Policy, Modern Slavery Statement, Whistleblowing Policy, Board Diversity and Inclusion Policy, Health & Safety Policy, Environmental and Energy Policy, Data Protection Policy and IT Policy.

11. Other

- 11.1 Approval of contributions to any political party.
- 11.2 Approval of the brokers and principal corporate finance adviser.
- 11.3 Prosecution, defence or settlement of any material litigation (over £1m).
- 11.4 Approval of any material changes to the scope, levels or costs of insurance for the Group, including directors' & officers' liability insurance.
- 11.5 Conflicts of interest involving directors or significant (holders of 10% or more) shareholders, to include both authorisation and any conditions attached.
- 11.6 Any changes to this schedule of matters reserved for Board decisions.