

Rotork Plc – AGM - 28 April 2017 – Poll Result

Resolution		For ²		Against ²		No. of Votes withheld ³	Total Capital Instructed
		No. of Shares	%	No. of Shares	%		
1.	To receive and adopt the Directors' Report and Accounts and the Auditor's Report thereon for 2016	660,102,248	99.92	500,000	0.08	1,672,191	660,602,248
2.	To declare a final dividend	662,149,151	100.00	0	0.00	125,288	662,149,151
3.	To re-elect GB Bullard as a director	634,870,807	95.91	27,074,215	4.09	176,712	661,945,022
4.	To re-elect JM Davis as a director	630,167,445	95.17	31,965,222	4.83	141,772	662,132,667
5.	To re-elect PI France as a director	649,691,509	98.15	12,230,378	1.85	148,772	661,921,887
6.	To re-elect SA James as a director	634,936,497	95.92	27,020,415	4.08	190,212	661,956,912
7.	To re-elect MJ Lamb as a director	642,948,063	99.38	4,010,934	0.62	15,188,126	646,958,997
8.	To re-elect LM Bell as a director	634,973,465	95.91	27,049,057	4.09	175,452	662,022,522
9.	To re-appoint Deloitte LLP as Auditor of the Company	661,817,449	99.97	165,943	0.03	163,692	661,983,392
10	To authorise the directors to fix the remuneration of the Auditor	658,049,701	99.98	124,989	0.02	4,099,749	658,174,690
11	To approve the Directors' Remuneration Report	446,432,898	67.83	211,717,952	32.17	4,123,588	658,150,850
12	To approve the Directors' Remuneration Policy	656,105,809	99.11	5,910,277	0.89	181,888	662,016,086

13	To authorise the directors to allot shares	616,001,492	93.05	45,981,342	6.95	215,140	661,982,834
14	To enable the directors to allot shares for cash without first offering them to existing shareholders for pre-emptive issues and general purposes*	658,755,283	99.53	3,137,016	0.47	294,585	661,892,299
15	To enable the directors to allot shares for cash without first offering them to existing shareholders for acquisitions and other capital investments*	630,427,853	95.22	31,625,051	4.78	221,534	662,052,904
16	To authorise the Company to purchase ordinary shares*	654,330,799	98.94	7,043,264	1.06	773,060	661,374,063
17	To authorise the Company to purchase preference shares*	661,445,249	99.92	544,163	0.08	148,000	661,989,412
18	To fix the notice period for general meetings*	590,243,203	89.16	71,771,381	10.84	132,500	662,014,584

*Special Resolution

NOTES:

- 1 All resolutions were passed.
- 2 Votes "For" and "Against" are expressed as a percentage of votes received.
- 3 A "Vote withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" a resolution.
- 4 Total number of shares in issue at 6:30pm on 26 April 2017 = 870,115,432 shares. 76.11% of voting capital was instructed.