

Rotork Plc - AGM - 27 April 2018 – 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 2017	678,578,626	99.92	511,090	0.08	41,160	78.01%
2.	To declare a final dividend	679,126,946	100.00	0	0.00	3,930	78.02%
3.	To re-elect GB Bullard as a director	632,202,951	93.09	46,903,955	6.91	13,930	78.02%
4.	To re-elect JM Davis as a director	676,009,323	99.56	2,987,009	0.44	10,930	78.00%
5.	To re-elect SA James as a director	674,865,909	99.40	4,058,637	0.60	7,930	77.99%
6.	To re-elect MJ Lamb as a director	650,001,049	98.94	6,958,053	1.06	22,048,160	75.47%
7.	To re-elect LM Bell as a director	674,937,695	99.40	4,058,637	0.60	10,930	78.00%
8.	To elect KG Hostetler as a director	665,471,439	98.01	13,502,013	1.99	33,810	78.00%
9.	To elect PG Dilnot as a director	675,944,027	99.56	2,970,290	0.44	16,480	77.99%
10	To re-appoint Deloitte LLP as Auditor of the Company	678,386,427	99.91	590,625	0.09	14,660	78.00%
11	To authorise the directors to fix the remuneration of the Auditor	678,881,692	99.98	118,869	0.02	5,851	78.00%
12	To approve the Directors' Remuneration Report	486,539,655	71.66	192,436,697	28.34	107,374	78.00%
13	To authorise	649,115,447	95.58	30,010,548	4.42	4,841	78.02%

	the directors to allot shares						
14	To enable the directors to allot shares for cash without first offering them to existing shareholders for pre-emptive issues and general purposes*	671,924,283	98.96	7,068,039	1.04	4,940	78.00%
15	To enable the directors to allot shares for cash without first offering them to existing shareholders for acquisitions and other capital investments*	655,339,318	96.52	23,657,073	3.48	47,690	78.00%
16	To authorise the Company to purchase ordinary shares*	672,243,028	99.02	6,664,044	0.98	44,430	77.99%
17	To authorise the Company to purchase preference shares*	660,422,420	97.26	18,586,412	2.74	64,564	78.00%
18	To fix the notice period for general meetings*	599,083,930	88.23	79,889,072	11.77	3,930	78.00%

*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 25 April 2018 = 870,471,954 shares. Over 75% of voting capital was instructed.